



INTEGRITY QUALITY SERVICE

**UNION PLASTIC
PUBLIC COMPANY LIMITED**

Invitation to attend the 25th Annual General Meeting
of Shareholders.

April 25, 2018 at 13.30 p.m.

Cancellation of tokens in respect of the regulators' campaign
for the reduction and abolishment of tokens given away at
the Annual General Meeting of Shareholders (AGM).

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บริษัท ยูเนียนพลาสติก จำกัด (มหาชน)
UNION PLASTIC PUBLIC COMPANY LIMITED

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กลุ่มสหยูเนียน

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(Translation)

March 22, 2018

Subject : Invitation to attend the 25th Annual General Meeting of Shareholders

To : **Shareholders**

- Enclosures :
1. Copy of the Minutes of the 24th Annual General Meeting of Shareholders on April 19, 2017.
 2. Annual Report in CD-Rom, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2017.
 3. C.V. of the candidates proposed for appointments as Directors and list of the Company's Directors.
 4. The definition of Independent Director.
 5. Criteria and procedures for the nomination of the Directors.
 6. Articles of Association of the Company in respect of the Meeting of Shareholders.
 7. Proxy Form
 8. Map of the venue for the Meeting

The Board of Directors of Union Plastic Public Company Limited (UP) has resolved to convene the 25th Annual General Meeting of Shareholders on Wednesday, April 25, 2018 at 13.30 p.m., at the Meeting room, 9th Floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, to consider the following items on the agenda :-

Agenda 1 Considering and Endorsing the Minutes of the 24th Annual General Meeting of Shareholders.

The Company held the 24th Annual General Meeting of Shareholders, on April 19, 2017, and had the Minutes readied within 14 days following the Meeting date. Copies of the Minutes were forwarded within the legal timeframe to the Stock Exchange of Thailand (SET) and the Ministry of Commerce. They were also posted on the Company's website (www.unionplastic.co.th).

The Board's opinion :

The Minutes of the 24th Annual General Meeting of Shareholders, held on April 19, 2017 had been properly recorded and should be proposed for endorsement in the Shareholders' Meeting. (Appendix 1)

Agenda 2 Acknowledging the Board of Directors' Report on the Past Year Performance.

The Company summarized past year performance, significant changes and Financial Report into the 2017 Annual Report. (Appendix 2)

The Board's opinion :

Report on the Company's past year performance should be submitted for acknowledgement by the Shareholders.

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2017.

In accordance with the Public Limited Company Acts, and Article 43 of Company's Articles of Association, the Company is to prepare the Balance Sheet and Statements of Profit and Loss for the year ending at the Company's fiscal year. It is to be audited and endorsed by the Auditor before being submitted for approval by the Annual General Meeting of Shareholders.

The Board's opinion :

It was agreed to propose to the Shareholders to approve the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2017 which had been audited and certified by the Auditors of EY Office Limited as well as approved by the Audit Committee and the Company's Board of Directors.(Appendix 2)

Agenda 4 Approving the Profit Allocation and Dividend Payments.

It is the Company's policy to pay dividend, based on the Company's performance, at no less than 1/3 of the annual net profit, after accumulated loss (if any) of the Separate Financial Statements.

The Separate Financial Statements for the year ending December 31, 2017 which had been audited and certified by the Audit Committee and the Company's Board of Directors registered a net profit after corporate income tax at Baht 30,313,849. The Company had surplus sufficient cash in hand to make dividend payments. The Board of Directors therefore authorized the 2017 net profit appropriation as dividend payment to Shareholders at a rate of Baht 1.21 per share . Total dividends amounted to Baht 30,250,000 which was equivalent to 99.79% of its net profit, in line with the Company's stipulated dividend payments policy.

The Details of Net Profit and Dividend Payments during 2015 to 2017

Description	2017	2016	2015
Net profit (Baht)	30,313,849	33,611,056	27,778,586
Number of shares (Share)	25,000,000	25,000,000	25,000,000
Dividend per share (Baht : Share)	1.21	1.34	1.11
Total dividend payments (Baht)	30,250,000	33,500,000	27,750,000
Dividend payments per net profit (%)	99.79	99.66	99.90

The Board's opinion :

It was agreed to propose the Shareholders to authorize the 2017 net profit appropriation as dividend to Shareholders at a rate of Baht 1.21 per share . Total dividends amounted to Baht 30,250,000 which was equivalent to 99.79% of its net profit. The dividends were to be paid from net profit after 20% Corporate income tax. The Shareholders were entitled to tax credit rights in their calculation of taxes on dividends under section 47 bis of the Revenue Code. The remaining profit after dividend payment would be carried forward as retained earnings.

Dividends would be paid to Shareholders whose name were recorded in the closing date of the Registration Book on Share Transferring Suspension on April 4, 2018. The dividends would be paid following the approval of the Annual General Meeting of the Shareholders. The Company would have the Thailand Securities Depository Co., Ltd. (TSD) distributed the dividends to the Shareholders, beginning April 26, 2018.

Agenda 5 Considering Matters Relating to the Directors, Their Authorities and Remunerations.

5.1 Electing the Directors.

In accordance with the Public Limited Company Acts and Article 18 of the Company's Articles of Association, one-third of the Directors would have to retire from office in the Annual General Meeting of Shareholders and the retired Directors might also be reappointed.

Out of the current 9 Directors, 3 of the following would have to retire on completion of their terms:-

- | | | | |
|----|------------------|----------------|---|
| 1. | Mr. Buncherd | Tanglertpaibul | Audit Committee / Independent Director /
Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Rames | Khempet | Managing Director |
| 3. | Mr. Vacharaphong | Darakananda | Director |

The Nomination and Remuneration Committee (Mr. Buncherd Tanglertpaibul, beneficiaries whose tenure were due to expire in this Meeting, abstained their voting) considered the 3 Directors who were due to retire, bore no inadmissible characters according to Article 86 of the Public Limited Company Acts B.E. 2535 and Article 89/3 of the Securities and Exchange Acts B.E. 2535. According to Article 68 of the Public Limited Company Acts B.E. 2535, they were qualified as being knowledgeable, capable, skillful, specialized and possessed diverse occupational experiences worthy of being a composition of the Board of Directors and was desirable to the nature of the Company's businesses. Mr. Buncherd Tanglertpaibul had been holding the position of an Independent Director continuously for over 9 years. His comprehensive qualification met the Company's definition and the revaluation of the Securities and Exchange Commission and the Stock Exchange of Thailand, of an Independent Director properly. He performed his duty with the Board of Directors and expressed his opinions without any restraints. The Board of Directors, therefore, proposed the Shareholders to consider the reappointment of the 3 Directors for another term.

The Board of Directors imposed no fixed timetable for the continuity of the terms of the Company's Independent Director/Director. Based on the confidence that the Independent Director/Directors knowledgeabilities and efficiencies could provide useful opinions and suggestions that were beneficial to the Company, and the experiences accumulated from holding the position would mean more understanding to the handling of the Company's businesses.

The Board's opinion :

The Board of Directors, excluding the Directors who were the beneficiary, agreed with the proposal of the Nomination and Remuneration Committee to propose for the Shareholders' consideration the reappointment of the 3 retired Directors for another term :

1. Mr. Buncherd Tanglertpaibul
2. Mr. Rames Khempet
3. Mr. Vacharaphong Darakananda

The above 3 Directors possessed full qualifications of Director in accordance with the Company's Articles of Association, the Public Limited Company Acts, the Securities and the Stock Exchange of Thailand Acts and Regulations of the Company. (Appendices 3 and 5)

Mr. Buncherd Tanglertpaibul, Independent Director who was reappointed for another term, was not the beneficiary of the Company, its Affiliates, Joint Ventures or any Legal Entities with conflict of interest. His qualifications for the Independent Director met the Company's definitions of Independent Director and the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). (Appendix 4)

5.2 Defining the Directors' Authorities.

The Board's opinion :

It was agreed to propose to the Shareholders to define the following authorities of the Directors: "Two Directors co-sign and affix the Company's seal, excluding Mrs. Supung Tangsujaritpant, Mr. Buncherd Tanglertpaibul and Ms. Jutatip Arunanondchai, the Audit Committee and/or Independent Directors".

5.3 Authorizing the Directors' Remuneration.

The criteria for determining the Directors' Remunerations would be reviewed annually by the Nomination and Remuneration Committee and the Board of Directors by comparing with the Registered Companies of comparable sizes, duties and responsibilities of the Board of Directors, the Company's performance and the suitability of current economic situations. It was eventually agreed to propose to the Shareholders to fix the 2018 Directors' Remunerations at the amount of not exceeding Baht 1,500,000 per year (identical to the year 2017). The Board of Directors were assigned to distribute the allocations accordingly. (Details of each individual Director and other Sub-Committee members' Remunerations and Meeting Allowances were recorded in the 2017 Annual Report Page 21).

The Board's opinion :

It was agreed to propose to the Shareholders to fix the 2018 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2017). The amount had been considered as appropriate by the Nomination and Remuneration Committee. The Board of Directors was assigned to distribute the allocations accordingly.

Agenda 6 Appointing the 2018 Auditors and Fixing the Remunerations.

In accordance with the Public Limited Company Acts and Article 51 of the Company's Articles of Association, the Annual General Meeting of Shareholders is to appoint the Auditors and determine their annual remunerations. The same Auditors may be reappointed.

The Audit Committee, after scrutinizing the qualifications of the Company 2018 Auditors and determining her remunerations, advised the Board of Directors to propose for the Shareholders' approval to appoint

1. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238
(4th year Certified Public Accountant) or
2. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or
3. Ms. Vilailak Laohasrisakul Certified Public Accountant No. 6410 or
4. Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853

of EY Office Limited to be the 2018 Company's Auditor. These Auditors were Certified Public Accountant who had obtained approvals from the Securities and Exchange Commission (SEC). They were not related and/or not being a beneficiary to the Company/ its affiliated / executives / major shareholders or inter-related persons. They were therefore independent in their processes of reviewing and expressing their opinions on the Company's Financial Statements. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,120,000 (identical to the year 2017). There were no other service charges.

The Board's opinion :

It was agreed to propose to the Shareholders to appoint

1. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238
(4th year Certified Public Accountant) or
2. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or
3. Ms. Vilailak Laohasrisakul Certified Public Accountant No. 6410 or
4. Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853

of EY Office Limited as the Company 2018 Auditors. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,120,000 (identical to the year 2017). There were no other service charges.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from April 4, 2018 until the completion of the Meeting, in order to allow the Shareholders whose names listed on the closing date of the Registration Book, the rights to attend the 25th Annual General Meeting of Shareholders, to cast vote and to receive the dividends for 2017.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the 2017 Annual Report in the form of CD. In case any Shareholder wishes to receive the Report in print, he/she is requested to contact the Company's Secretary Office, 8th Floor, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok 10260. Telephone No: 02-311-5111 Ext. 7811 Fax: 02-331-5668. The invitation to attend the 25th Annual General

Meeting of Shareholders together with the appended documents were posted on the Company's website (www.unionplastic.co.th) on March 23, 2018.

All Shareholders are invited to attend the Meeting at the above-mentioned date time and venue. The registration to attend the Meeting will commence from 12.00 hrs.

Yours sincerely,

By the order of the Board

-Signature-

Mrs. Chadaporn Jiemsakultrip

Company Secretary

Guidelines for handling the proxy, the registration and identification for attending the Shareholders' Meeting.

1. In case the Shareholder attends the Meeting in person, his/her identity card is to be presented on making registration.
2. In case of a proxy, the power of attorney is
 - a) to be returned to the Company at least 1 day in advance to facilitate the meeting preparation, or
 - b) to be presented at the meeting room ahead of the Meeting.

Documents required for a proxy.

2.1 In case of an individual

- 1) a power of attorney duly filled out, complete with the signatures of the principal and its proxy.
- 2) certified copies of the principal and its proxy's identifications, i.e. identity card or passport (for a foreigner).

2.2 In case of a legal entity

- 1) a power of attorney duly filled out, complete with the signatures of both the shareholding legal entity's authorized director(s) with seal (if any) affixed as the principal and the proxy.
- 2) certified copy (ies) of the identification of the shareholding legal entity's authorized director (s), i.e. identity card(s) or passport(s) (for foreigners).
- 3) copy of the shareholding legal entity's Corporate Certification issued by The Ministry of Commerce, certified by the legal entity authorized signature (s).
- 4) certified copy of the proxy's identification, i.e. the identity card or passport (for a foreigner)

**The Minutes of the 24th Ordinary Annual General Meeting of Shareholders of
Union Plastic Public Company Limited**

Venue: Meeting Room, 9th Floor, Head Office of Saha-Union Public Company Limited

1828 Sukhumvit Road, Bang Chak, Phra Khanong, Bangkok

19th April 2017

The meeting started at 10.30 am.

Miss Dalad Saphavichaikul, the Chairman of the Board, presided as Chairman of the meeting and informed the shareholders that there were 24 shareholders who were attending the meeting by themselves, total shares were 15,877 shares and 39 proxies, total 63 attendees. The total shares were 17,267,925 shares, which accounted for 69.14% of paid up registered capital, in which had sufficient members for a quorum according to the company regulation.

The Chairman of the Board launched the meeting and introduced the directors of the company, the members of sub-committees, executive administrators, and other participants to the shareholders as the following list.

Directors of the Company

- | | | |
|----|------------------------------|---|
| 1. | Miss Dalad Saphavichaikul | Chairman of the Board |
| 2. | Mrs. Supung Tangsujaritpant | Independent Director/Chairman of Audit Committee/
Nomination and Remuneration Committee |
| 3. | Mr. Banched Tanglertpaibul | Independent Director/Audit Committee/
Chairman of Nomination and Remuneration
Committee |
| 4. | Mr. Rames Khempet | Managing Director |
| 5. | Mrs. Chantornree Darakananda | Director |
| 6. | Mr. Thitivat Suebsaeng | Director |
| 7. | Mr. Vacharaphong Darakananda | Director/Nomination and Remuneration Committee |
| 8. | Mr. Nanthiya Darakananda | Director |

Directors who did not attend the meeting

- | | | |
|----|----------------------------|--------------------------------------|
| 1. | Miss Jutatip Arunanondchai | Independent Director/Audit Committee |
|----|----------------------------|--------------------------------------|

Participants

1. Miss Wilailak Laohasrisakul Auditor from EY Office Limited
2. Mr. Harisha Diaoisares Auditor from EY Office Limited
3. Mr. Khosit Thepchalerm Accounting and Finance Division Manager
4. Mrs. Chadaporn Jiemsakultip Company Secretary

Before starting the discussion on the agenda of the meeting, the Chairman of the Board informed the meeting that a shareholder, either attending the meeting by his/herself or a proxy, is entitled to one vote per share for each agenda. The shareholders or proxies who had the right to vote should give a vote as agree, disagree or abstain, on the card received at the time of the registration. The proxies who had already voted for each agenda on the letter of authorization, the company had already collected the votes and add up to the votes obtained from this meeting. The company would report the results of the votes for each agenda at the end of the meeting. In order to shorten the time, the disapproved and abstained votes will be counted. The shareholders, who disapproved or abstained, had to give the vote on the card and raise it up for the staffs to collect. The votes collected on the card would be deducted from all votes. The rest would be assumed to be the approved votes. For transparency, one voluntary shareholder was required to witness the vote counting. In this regard, Mrs. Kingkarn Worachaikunakorn, a shareholder, volunteered to be the witness.

Then the Chairman of the Board referred that it was the opportunity for the shareholders to propose useful matters to the company to add on to the agenda of Ordinary Annual General Meeting of Shareholder, according to the criteria and the regulations that the Company had announced during the period from 1st October 2016 to 31st December 2016 on the company website. No shareholder had proposed any matter to be added on to the agenda.

The Chairman of the Board proceeded the meeting accordingly.

Agenda 1: Consider and endorse the Minute of the 23rd Ordinary Annual General Meeting of Shareholders

The Chairman of the Board reported that according to the 23rd Ordinary Annual General Meeting of Shareholders on 20th April 2016, the Company had completed the minutes of meeting within 14 days and submitted a copy of the minutes to The Security Exchange of Thailand and Ministry of Commerce within the stipulated period. Moreover, the minutes had been published on the company website and were enclosed with the invitation letter to all the shareholders for the meeting. So the participants in

the meeting were asked to consider and endorse the minutes.

Resolution: The meeting had the resolution to endorse the Minutes of the 23rd Ordinary Annual General Meeting of Shareholders which is the accurate minutes of the company with 17,283,802 approved votes, 0 disapproved votes, and 0 abstained votes.

Agenda 2: Acknowledging the Board of Directors' Report on the Past Year Performance

The Chairman of the Board allowed Mr. Rames Khempet, Managing Director, to report the past year operation performance of the company to the meeting.

The Managing Director said that, before reporting the operating results of the past year, he would like to summarize the overview of the Company's business to the shareholders. The company manufactures plastic parts for industrial applications, from mold design, mold making, injection molding, spray painting and assembly, depending on customer's products. Most customers are automotive and motorcycle manufacturers.

Regarding the administration, the company adheres to the management principles in accordance with the policies and guidelines set out in the Good Corporate Governance Handbook and business ethics. Shareholders can study further details on the company's website. The company has been communicating policies and practices, monitoring and providing self-assessment on business ethics, including disclosures of information stating events where the company may have caused conflicts of interests. The company also has policies and practical guidelines on anti-corruption to protect the organization and its business from being involved in corruption with sufficient internal control as well as communicate the policies and guidelines to all stakeholders and stakeholders. In addition, the company also has a policy to report leads and complaints on malpractices, provide channels for reporting leads and complaints, set up staff's suggestion box and concerned office, initiates process for inspecting, monitoring and protecting the informant and complaints. In the past year, the company did not find any issues that caused any damage to the company.

Concerning risk factors, after assessment on several risk aspects, it was found that the company is exposed to business risks. It is because its main revenue comes from automotive industry. In order to reduce this risk, the company has tried to increase sales from other sectors. Meanwhile, other risk factors are still low.

Regarding the operating results and overall market situation in 2016, the production of automotive customers have decreased due to sluggish domestic sales and reduction in exports as

economic situations in many countries have not recovered. This directly affected the company's revenue. Meanwhile, the production of motorcycle customers increased slightly. In the past year, the company emphasized on improving the production process to improve efficiency such as modification of machine to increase productivity, reduce waste in the production process and effectively manage production costs. The objectives are to increase competitiveness and focus on R&D investment, collaborate with customers to jointly design new products to increase sales and generate incomes from other products, to replace sluggish automotive segment. Financial Results for the year ended 31st December 2016, the company posts total revenue was 728 million baht, decrease of 68 million baht or 9% from 2015 and net profit of 33 million baht, increase of 5 million baht or 21% from the previous year.

Resolution: The meeting acknowledged the Board of Directors' report on the past year performance.

Agenda 3: Consider approval of balance sheet and income statement or annual financial statement as of 31st December 2016

The Chairman of the Board informed the meeting about the Public Limited Companies Act and the company regulation No. 43, which defined that the company was required to prepare the balance sheet and income statement or annual financial statement as of the end of the company fiscal year and required the audit and the endorsement from the auditor, and submit these to ordinary annual general meeting of shareholders for approval.

The Directors approved to propose the shareholders to consider the approval to balance sheet and income statement or annual financial statement as of 31st December 2016 that had already been audited and endorsed by the auditor from the EY Office Limited, and approved by the Audit Committee and the Board of Directors of the company, as detailed in the 2016 annual report from page 44 onwards.

(**Remarks:** During the discussion on this agenda, 4 additional shareholders arrived and attended the meeting with total 22,100 shares.)

Resolution: The meeting considered and had the unanimous resolution to approve balance sheet and income statement or annual financial statement as of 31st December 2016 with 17,305,902 approved votes, 0 disapproved vote, and 0 abstained votes.

Agenda 4: Consider approval to profit allocation and dividend payment

The Chairperson of the Board informed the meeting about the company policy on dividend

payment. The payment depended on the operation performance which would not be less than one-third of annual net profit after deducting accumulative deficit (if any) according to separate financial statement.

The separate financial statement of 2016 as of 31st December 2016, which had been audited and endorsed by the auditor and approved upon by the Audit Committee and the Board of Directors, showed that the company's total profit after deducting corporate income tax was 33,611,056 Baht. As a result, the company had enough cash flow for dividend payment. Therefore, the Directors approved that the shareholders should approve the net profit allocation of 2016 by paying the dividend to the shareholders at 1.34 Baht per share. Total dividend payment was 33,500,000 Baht, or accounted for 99.66% of net profit. This was in compliance with the company regulation on dividend payment policy. That is, the dividend payment was made from the profit that was taxable at the rate of 20%, from which the shareholders who were a natural person would get a tax credit in the calculation for his/her dividend tax under Section 47 bis of the Revenue Code. The remaining net profit after the dividend payment would be carried out to accumulated profit. However, the dividend payment would be made to the list of shareholders in the share register book closing date on 29th March 2017 after an approval was granted in the ordinary annual general meeting of shareholders.

(Remarks: During the discussion on this agenda, 1 additional shareholder arrived and attended the meeting with total 3,300 shares.)

Resolution: The meeting considered and had the unanimous resolution to approve net profit allocation of 2016 according to separate financial statement as the dividend paid to the shareholders at 1.34 Baht per share, 33,500,000 Baht in total, or accounted for 99.66% of net profit, and the dividend payment would be made to the list of shareholders on the share register book closing date 29th March 2017 while the remaining net profit after the dividend payment would be carried forward to accumulated profit, with 17,309,202 approved votes, 0 disapproved vote, and 0 abstained votes.

The company would notify The Thailand Securities Depository Co., Ltd. (TSD) to make a transaction transferring the dividend to shareholders from 20th April 2017 onwards.

Agenda 5: Consider to vote for Directors, appoint the authority of Directors and the remuneration for

Directors

5.1 Consider to vote for Directors

The Chairman of the Board informed the meeting about the Public Limited Companies Act

and the company regulation No. 18, which defined that in the Ordinary Annual General Meeting of Shareholder, one-third of the numbers of Director required to have in the meeting must resign from the position. However, those Directors could possibly be voted to hold the position again.

Currently, there were nine Directors. In this Ordinary Annual General Meeting of Shareholders, there were three Directors who had to take retirement by rotation as the following list.

1. Miss Dalad Saphavichaikul
2. Mr. Thitivat Suebsaeng
3. Miss Jutatip Arunanondchai

The Directors (excluding those who had interest) considered and reached a resolution to agree with the consideration that had been proposed by the Nomination and Remuneration Committee. Therefore, the shareholder should have the resolution to vote for the three Directors who took retirement by rotation to return to the position for another term. All these three persons had the qualification of Director according to the regulation, the Public Limited Companies Act, and the company criteria. The details and background of the three Directors who had been proposed to return to the position was on the enclosure No. 3 and No. 5 enclosed with the invitation letter for the meeting.

Miss Jutatip Arunanondchai, Independent Director, who was proposed to return to the position for another term was the person with no interest to the company/subsidiary Company/joint venture or other juristic person who might have conflict of interest. She had the qualification of the Independent Director according to the definition of Independent Director of the company and the criteria of The Securities and Exchange Commission and The Securities Exchange of Thailand as detailed on the enclosure No. 4 enclosed with the invitation letter for the meeting.

Before voting for Directors of the company, the Chairperson of the Board proposed to the shareholders to consider the voting method by voting for the whole group of the three Directors or for each individual Director at a time.

Miss Jidapa Kriangkraipech, a proxy of a shareholder, proposed for voting for the whole group of the three Directors.

Miss Chayanuch Kanhapakorn, a proxy of Thai Investor Association, proposed voting for each individual Director at a time.

Mr. Amarin Patranawik, a proxy of a shareholder, commented that in the past, the 3 directors have been carrying out their duties efficiently. Therefore, he proposed that the three directors be voted for the whole group and proposed that the 3 directors shall be re-elected for another term.

Miss Chayanuch Kanhapakorn, a proxy of Thai Investor Association, asked the Chairman Nomination and Remuneration Committee that Miss Jutatip Arunanondchai, Independent Director, who would be nominated to be re-elected for another term, has been an Independent Director, including the current term, for 9 consecutive years. Therefore, she inquired as following

1. The criteria for nominating an Independent Director.
2. How is the performance of this Independent Director? Has her work been complying with the direction or strategy specified by the company?
3. From the Corporate Governance Assessment of Listed Companies by IOD on the issue of independency, an Independent Director should not hold the position for more than 9 consecutive years. Does the company have this policy or similar approach?

Mr. Bancherd Tanglertpaibul, Chairman of Nomination and Remuneration Committee/ Independent Director/Audit Committee, answered as following

1. For nomination criteria, Director and Independent Director must have qualifications and not prohibitions according to the law on public limited company, securities and exchange market and the requirements of the listed company regulators. He/she must have the knowledge, ability, qualifications, experience, past works and dedication to carry out the duties of the Director. Independent Director must have qualifications in accordance with definitions of Independent Director and requirements of regulatory bodies. Nonetheless, both Director or Independent Director must be able to act and give comments on the work of the management independently.
2. Since they have been working with Miss Jutatip Arunanondchai as Independent Director for many years, they found that she has good working history and excellent knowledge in business and is generally accepted. She has attended all the Board of Directors' Meetings and the Audit Committee's Meetings if she did not have to attend other mission. She is creative and assertive to freely express her opinion in the meeting, whether agreement and disagreement, regarding the performance of the management for the best benefit of the company.
3. Regarding the issue of maintaining independence which there is an opinion that an Independent Director should not be in the positions for more than 9 consecutive years. The Nomination and Remuneration Committee found that independency of the position was not depend on the number of years in which the position was held but it depends on

knowledge and level of independence. The outsider may reckon that, being in the position for many years, an Independent Director may have fostered a tight relationship with the management. Nonetheless, the company would like to ensure that, in the past work, the company and subsidiaries in the Saha-Union Group have never interfered with the roles of Independent Directors. There is clear separation of duties between Independent Directors from the management in order to allow them to work freely and express opinion about the work of the management without any influence. In addition, there are two types of meetings of the Audit Committee. The first type is meeting among Audit Committee without the management so that they can make transparent and precise discussion.

The Chairman added that, regarding the policy which states that the term of an Independent Director should not be more than 9 consecutive years. Many listed companies have determined a policy and are having Independent Directors who have been in the position for more than 9 years. It is because they take into account their knowledge and ability to help the company to grow successfully.

Resolution: The meeting considered and had the following resolutions.

1. Approved to vote for the whole set of Directors with 17,309,102 approved votes, 100 disapproved votes, and 0 abstained votes.
2. Approved to vote for the three Directors who had to take the retirement by rotation as the following list:

1. Miss Dalad Saphavichaikul
2. Mr. Thitivat Suebsaeng
3. Miss Jutatip Arunanondchai

to return to the position for another term with 17,309,202 approved votes, 100 disapproved votes, and 0 abstained votes. (Remarks: During the discussion on this agenda, 2 additional shareholders attended the meeting with total 100 shares.)

The company Directors consisted of nine Directors as the following list:

1. Miss Dalad Saphavichaikul
2. Mrs. Supung Tangsujaritpant
3. Mr. Bancherd Tanglertpaibul
4. Miss Jutatip Arunanondchai
5. Mr. Rames Khempet

6. Mr. Thitivat Suebsaeng
7. Mrs. Chantornree Darakananda
8. Mr. Vacharaphong Darakananda
9. Mr. Nanthiya Darakananda

5.2 Consider the authority of Directors

The Chairman of the Board informed the meeting that company Directors should propose the shareholder to consider appointing the authority of Directors as “Two Authorized Signatory Directors and affix a seal of company except Miss Supung Tangsucharitpant, Mr. Bancherd Tanglertpaibul, and Miss Jutatip Arunanondchai who were the Audit Committee and/or Independent Directors.”

Resolution: The meeting considered and had the unanimous resolution to appoint the authority of Directors as “Two Authorized Signatory Directors and affix a seal of company except Miss Supang Tangsucharitpant, Mr. Bancherd Tanglertpaibul, and Miss Jutatip Arunanondchai who were the Audit Committee and/or Independent Directors” with 17,309,302 approved votes, 0 disapproved vote, and 0 abstained votes.

5.3 Consider the Remuneration of Directors

The Chairperson of the Board informed the meeting that the Directors of Company approved to propose the shareholders to approve the remuneration of 2017 that was considered by the Nomination and Remuneration Committee for propriety and considered approve to formulate the remuneration of 2017 for the Directors for not exceeding 1,500,000 baht per year (the same as that of 2016) by appointing the Directors of Company to consider the proper allocation. (The components of the remuneration for individual Director and individual member of sub-committees were provided on page 21 of the annual report.)

Resolution: The meeting considered and had the unanimous resolution to approve the remuneration of 2017 for the Directors for not exceeding 1,500,000 baht per year (the same as that of 2016) by appointing the Directors of company to consider the proper allocation, with 17,309,302 approved votes, 0 disagreement vote, and 0 abstained votes.

Agenda 6: Consider to vote for Directors, appoint the authority of Directors and the remuneration for Directors

The Chairman of the Board informed the meeting about the Public Limited Companies Act and the company regulation No. 51, which defined that the Ordinary Annual General Meeting of

Shareholders had to appoint the auditor and formulate the audit expense of the company, and that the existing auditor could be re-appointed.

The Directors of the company considered and had the resolution to agree with the proposal submitted by the Audit Committee; and therefore approved to propose the shareholders to consider appointing

1. Mrs. Poonnard Paocharoen CPA License No. 5238
(the auditor for the 3rd year) or
2. Miss Thipawan Nananuwat CPA License No. 3459 or
3. Miss Vissuta Jariyathanakorn CPA License No. 3853 or
4. Mr. Termphong Opanaphan CPA License No. 4501

from EY Office Limited to be the auditor of the company for the year 2017. The aforementioned auditors were the certified public accountants who were qualified by the Security and Exchange Commission and had no relationship and/or interest with the company/ executives /the main shareholders or any relevant persons to these people. The Directors also proposed the shareholders to consider formulating the compensation of company auditing and the reviewing of company's financial statements of three quarters for 1,120,000 Baht (increased from 2016 by 70,000 Baht), It is because auditors require more working hours due to change in accounting standards including review of information to determine the importance of reviewing and commenting on the auditor's report according to Accounting Standards on Key Audit Matters with no expense requirement for any other services.

(Remarks: the auditor's remuneration for the year 2017 increased 100,000 Baht from 950,000 Baht in the previous year to 1,050,000 Baht because the auditors have to review and consider the annual report according to Accounting Standards on auditor's responsibility for other information)

Resolution: The meeting considered and had unanimous resolution to appoint

- Mrs. Poonnard Paocharoen CPA License No. 5238
(the auditor for the 3rd year) or
1. Miss Thipawan Nananuwat CPA License No. 3459 or
 2. Miss Vissuta Jariyathanakorn CPA License No. 3853 or
 3. Mr. Termphong Opanaphan CPA License No. 4501

from EY Office Limited to be the auditor of the company for the year 2017. The aforementioned auditors were the certified public accountants who were qualified by the Security and Exchange Commission and had no relationship and/or interest with the company/ executives /the main

shareholders or any relevant persons to these people. The Directors also proposed the shareholders to consider formulating the compensation of company auditing and the reviewing of company's financial statements of three quarters for 1,120,000 Baht (increased from 2016 by 70,000 Baht), It is because auditors require more working hours due to change in accounting standards including review of information to determine the importance of reviewing and commenting on the auditor's report according to Accounting Standards on Key Audit Matters with no expense requirement for any other services, with 17,309,302 approved votes, 0 disagreement vote, and 0 abstained votes.

The Chairperson of the Board informed the meeting that the meeting had completed all agendas. If any shareholders had any inquiries or suggestions, they were welcome to propose to the meeting.

Mr. Ekachai Pipithvech, a proxy of a shareholder, and Miss Chayanuch Kanhapakorn, a proxy of Thai Investor Association, asked questions as following:

1. According to the separate financial statements, comparing to FY2015, revenue was decreased by 68 million baht, but net profit increased by 5.83 million baht.
2. What is the breakdown of income for each group in the year 2017? What is the income prospect? As Thailand is the base for automotive production for export, what is the export trends?
3. What are the car parts manufactured by the company? What is the number of competitors? Will the increasing in number of electric vehicles affect the business?
4. Will the company has dividend policy from annual net profit at this rate every year?

The Managing Director answered the questions as following

1. In 2016, the company's revenue decreased from 2015, but net profit increased from 2015. The main reason was lower raw material costs due to improvement in the production process and better products. The company has made machinery investment, installed additional equipment, maintained machines to be in good condition and ready for effective operation, designed tool to function systematically as well as provided human resource training. This can reduce the amount of waste from the production process and reduce labor in the workmanship.
2. The revenue breakdowns in 2016 are 50.94% from automotive group, 37.53% from motorcycles, 0.47% from electric appliances, 10.71% from other group, 0.35% from molds. In 2017, it is expected that, in the Q1, revenue from auto parts is likely to remain stable. Meanwhile, revenues from motorcycle parts is expected to improve in 2017 as the domestic

automotive market tends to be improved due to most of the car buyers would complete their 5 year installment for the first-car rebate scheme. In addition, many car manufacturers have planned to launch many new products in this period. Meanwhile, the export sector is expected to continue to be unimproved.

3. The auto parts manufactured by the company are door panels, lamps, interior parts and so on. There are many competitors in this sector and the number is increasing every year. The competition in business of injection molding of automotive parts is quite intense. Nonetheless, increasing in number of electric vehicles will not affect the company's business as the electric vehicles still require these auto parts.

The Chairman of the Board added the company policy on dividend payment depended on the operating results which would not be less than one-third of annual net profit after deducting accumulative deficit (if any) according to separate financial statement. The actual dividend amount will be considered based on necessary in the use of investment funds and available cash flow.

The Chairman of the Board concluded the votes of each agenda to the meeting and extended the gratefulness on behalf of the Board to Mrs. Kingkan Worachaikhunakorn who volunteered for the witness to the vote counting, and extended thankfulness to all shareholders for their contribution of time attending the meeting and proposing useful comments for the company. Finally, the Chairperson closed the meeting.

The meeting ended at 11.45 hrs.

Signed: Miss Dalad Saphavichaikul (Chairman of the Board)
(Miss Dalad Saphavichaikul)

Signed: Mrs. Chadaporn Jiemsakultip (Company Secretary)
(Mrs. Chadaporn Jiemsakultip)

Information of Nominated Person to be the Director

A Brief Personal Profile of Nominated Person

Name-Surname	1. Mr. Buncherd Tanglerpaibul
Current Position	Audit Committee / Independent Director / Chairman of the Nomination and Remuneration Committee
Director Type for Nomination	Independent Director
Age	59 years
Education	- B.A. in Faculty of Laws, Thammasat University
IOD Certification Program	- Director Accreditation Program (DAP) Class 79/2009 - Audit Committee Program (ACP) Class 36/2011 - Monitoring Fraud Risk Management (MFM) Class 6/2011 - Monitoring of the Quality of Financial Reporting (MFR) Class 15/2012 - Monitoring the Internal Audit Function (MIA) Class 12/2012 - Monitoring the System of Internal Control and Risk Management (MIR) Class 14/2013
Experiences	- 2000 – 2015 Managing Director, Top Ocean Consolidation Service (Bangkok) Co., Ltd.
Current Positions	Companies in SET - March 2009 - Present Audit Committee / Independent Director, Union Plastic Public Company Limited. - February 2012 – Present Chairman of the Nomination and Remuneration Committee, Union Plastic Public Company Limited. Other Companies - 2016 - Present Managing Director, I.F.S. (Bangkok) Co., Ltd. Other Companies who possibly in Conflict of Interest - None -
Year of Directorship	8 years 9 months
The date on which the directors.	March 2009
No. of Shareholding in Company	9,660 shares or 0.03864%
No. of BOD Meeting Attendance	12 / 12
No. of Audit Committee Meeting Attendance	3 / 4
No. of Nomination and Remuneration Committee Meeting Attendance	1 / 1
No. of Shareholding Meeting	1 / 1
Year of Independent Director	8 years 9 months
Have or not having the interest in any characteristics with the Company, holding company, subsidiary, affiliation or juristic person who possibly in conflict at present or in the last 2 years	- Not being a director with management participation on employees, consultant with regular salary - Not being any professional provider (Ex. auditor, legal consulting) - Not has been in business relation (Ex. raw materials, goods and services purchasing/selling, lending or borrowing.

Name-Surname	2. Mr. Rames Khempet
Current Position	Managing Director
Director Type for Nomination	Director
Age	53 years
Education	- Bachelor's Degree in Engineering, King Mongkut's Institute of Technology Thonburi
IOD Certification Program	- Directors Accreditation Program (DAP) Class 123/2016
Experiences	<ul style="list-style-type: none"> - 1984 – 1984 Head of Production Department, Siam Cast Iron Works Co, Ltd. - 1985 – 1985 Production Engineer, Seagate Co., Ltd. - 1986 – 1990 Mechanical Parts Engineer, Minebea Co., Ltd. - 1991 – 1992 Senior Engineer, Micropolis Corporation - 1993 – 2010 Senior Production Manager/Senior Administration Manager/ Quality Manager/Engineering Manager/Production Manager/ Procurement Manager/Senior Engineer, Union Technology (2008) Public Company Limited. - 2011 – 2011 Senior Planning Manager, Union Nifco Co., Ltd. - 2012 – March 2016 General Manager, Union-Thai Nichiban Co., Ltd. - March 2014 – March 2016 Director, Union-Thai Nichiban Co., Ltd. - October 2015 – December 2015 Director/Deputy Managing Director, Union Plastic Public Company Limited.
Current Positions	<p>Companies in SET</p> <ul style="list-style-type: none"> - January 2016 – Present Managing Director, Union Plastic Public Company Limited. <p>Other Companies</p> <ul style="list-style-type: none"> - April 2016 – Present Director, PSV Mold Co., Ltd. <p>Other Companies who possibly in Conflict of Interest</p> <ul style="list-style-type: none"> - None -
Year of Directorship	2 years 3 months
The date on which the directors.	October 2015
No. of Shareholding in Company	-None- shares or 0%
No. of BOD Meeting Attendance	12 / 12
No. of Shareholding Meeting	1 / 1

Name-Surname	3. Mr. Vacharaphong Darakananda
Current Position	Director / Nomination and Remuneration Committee
Director Type for Nomination	Director
Age	52 years
Education	- Bachelor's Degree in Physics, Harvey Mudd College, California, U.S.A.
IOD Certification Program	- Director Accreditation Program (DAP) Class 2/2003 - Director Certification Program (DCP) Class 69/2006 - Director Diploma Examination Class 19/2006 - Role of the Compensation Committee (RCC) Class 15/2012 - Chartered Director Class 7/2013
Experiences	- Assistant Manager, Venus Thread Company Limited. - 1990 – May 2013 Director, Computer Union Co., Ltd. - 1999 – 2000 General Manager, Saha-Union Public Company Limited. (Sriracha Operation) - 2001 – December 2006 Director, Union Textile Industries Public Company Limited. - 2007 – 2008 Director, Union Thai-Nichiban Co., Ltd. - 2007 – 2011 Director, Union Zojirushi Co., Ltd. - 2007 – March 2014 Managing Director, Union Technology (2008) Public Co., Ltd. May 2014 – March 2017 Director, The Royal Hotel Co., Ltd.
Current Positions	Companies in SET - February 1992 – Present Director, Saha-Union Public Company Limited. - April 1999 – Present Director, Union Pioneer Public Company Limited. - April 2000 – Present Director, Union Plastic Public Company Limited. Other Companies / Other Position - May 2007 – Present Director, Union Stainless Steel Products Co., Ltd. - 2007 – Present Director, Thai Rubber Enterprise Co., Ltd. - 2007 – Present Director, Union Rubber Products Corp., Ltd. - 2008 – Present Director, Union Nifco Co., Ltd. - 2009 – Present Managing Director, Union Thai-Nichiban Co., Ltd. - 2012 – Present Managing Director, Union Zojirushi Co., Ltd. - September 2015 – Present Acting Managing Director, Union Stainless Steel Products Co., Ltd. - Present Director, Other Companies in Saha-Union Group Other Companies who possibly in Conflict of Interest -None-
Year of Directorship	17 years 8 months
The date on which the directors.	April 2000
No. of Shareholding in Company	-None- shares or 0%
No. of BOD Meeting Attendance	12 / 12
No. of Nomination and Remuneration Committee Meeting Attendance	1 / 1
No. of Shareholding Meeting	1 / 1

Union Plastic Public Company Limited's Directors List

- | | | | |
|----|-------------------|-----------------|---|
| 1. | Miss Dalad | Sapthavichaikul | Chairman |
| 2. | Mrs. Supung | Tangsujaritpunt | Independent Director /Chairman of the Audit Committee /
Nomination and Remuneration Committee |
| 3. | Mr. Buncherd | Tanglertpaibul | Independent Director / Audit Committee /
Chairman of the Nomination and Remuneration Committee |
| 4. | Miss Jutatip | Arunanondchai | Independent Director / Audit Committee |
| 5. | Mr. Rames | Khempet | Managing Director |
| 6. | Mr. Thitivat | Suebsaeng | Director |
| 7. | Mrs. Chantorntree | Darakananda | Director |
| 8. | Mr. Vacharaphong | Darakananda | Director / Nomination and Remuneration Committee |
| 9. | Mr. Nanthiya | Darakananda | Director |

Independent **Directors** Definition (Which the minimum requirement of SEC)

(A) Holding shares not over one percent of the total shares with voting right of the applicant for license, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant for license, however, it includes shareholding by related persons of the independent director also.

(B) Not being or has been a director with management participation on employees, consultant with regular salary or authorized person of the applicant for license, holding company, subsidiary, affiliation, subsidiary in same level, major shareholder or of authorized person of the applicant for license, except relieved from aforesaid characteristic at not less than two years before submitting permission to the Office. However, the prohibited characteristics do not include that of civil service or consultant of government body holding major shareholding or authorized person of the applicant for license.

(C) Not being person of whole blood or registrationAs stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, major shareholder, authorized person or person designated to be management or authorized person of the applicant for license or subsidiary.

(D) Not have or has been in business relationwith the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant for license, in the manner that may obstruct the independent exercise of discretion including in not being or has been a significant shareholder or authorized person of the person with business relation with the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant, except relieved from aforesaid characteristics at not less than two years before the date of submission for permission from the Office.

The business relation in paragraph one includes trade transactions in normal business, rent or lease on items related to asset or service or in giving or receiving financial assistance through acceptance or lending, guarantee, granting asset as debt security including similar behavior resulting in the applicant or contract party with debt burden to be settled with another party from 3% of net tangible asset of the applicant or from twenty million baht up, as which amount is lower. However, the debt burden calculation shall be in value calculation on related items as announced by the Securities Exchange Commission on Rules of Related Items, by mutatis mutandis. But the consideration of such debt burden shall include debt burdens incurred at one previous year before the date of business relation with the same person.

(E) Not being or has been auditorof the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant and shall not be significant shareholder, authorized person or partner of auditing office with the auditor of the applicant, holding company, subsidiary, affiliation, major

shareholder or authorized person of the applicant in attachment, except relieved from such characteristic at not less than two years before before the date of submission for permission from the Office.

(F) Not being or has been any professional provider which includes legal consulting or financial consulting with service fee over two million baht a year from the applicant, holding company, subsidiary, affiliation, major shareholder or authorized person of the applicant, and not being a significant shareholder, authorized person or partner of the professional provider, except relieved from such characteristic at not less than two years before the date of submission for permission from the Office.

(G) Not being a director appointed to be agentof the director of the applicant, major shareholder or shareholder with relation with the major shareholder.

(H) Not operating similar or significant competitive businessto the business of the applicant or subsidiary or not being significant partner in the partnership or directorship with management participation on employees, consultant with regular salary or holding shares over one percent of the total shares with voting right in other company, operating business similar or competing with business of the applicant or subsidiary.

(I) Not having other characteristicsthat will hinder free independent opinion in relation with the operation of the applicant.

After the appointment to be independent director with the characteristics as stated in paragraph one (a) to (i), the independent director may be assigned from the committee to make decision on the business operation of the applicant, holding company, subsidiary, affiliation, subsidiary of same level, major shareholder or authorized person of the applicant under the method of collective decision).

¹ Related Persons : Person in Section 258 of the Securities and Stock Exchange Act.

² Director with management participation : A director holding management position with the responsibility in any implementation as management and it includes authorized director who can sign in binding company except it is expressly shown to be signing at the approval of the committee and in joint signing with other directors.

³ Subsidiary of same level: The subsidiary in same level over 2 companies under the same holding company.

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Criteria and procedures for nomination of the Director

Determined by the Company's Board of Directors and the Nomination and Remuneration Committee. A person who has been named as the fully qualified by the Companies Act 2535 is deemed to be a director of the Company. And must have the following qualifications and prohibitions.

(1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

(2) Being of knowledgeable, capable, independent, dedicated with suitable age and ability to perform director's duties with care and loyalty. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.

(3) Having the skill of industry knowledge, accounting& finance, business judgment, management skill, business strategy, corporate governance and legal.

(4) The Nomination Director and Remuneration Committee consider the candidates for director nominees and proposed to the Board of Director to approval before proposed to the Shareholders.

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Articles of Association of UP Pertinent to the Shareholders' Meeting**Shareholders' Meeting**

Article 32 The Board of Directors shall arrange for an Annual Shareholders' General Meeting to be held within 4 months after the end of the Company's fiscal year. All other General Meeting of Shareholders are to be called "Extraordinary Meeting". The Board of Directors may call an Extraordinary Meeting whenever deemed appropriate.

Article 34 The Board of Directors shall call a Shareholders' Meeting by sending a notification to the shareholders and the Registrar not less than 7 days before the date of the Meeting. The notification shall specify the place, date, time, agenda and subject to be brought to the Meeting. Each topic, with sufficient details, including the Board's opinion, should be classified whether for acknowledgement, approval or consideration. Such notification shall be published in a newspaper for 3 consecutive days and not less than 3 days prior to the date of the Meeting.

Article 35 To constitute a quorum, a Shareholders' Meeting shall

- be attended by not less than 25 shareholders or their proxies, or
- not less than 50% of the total number of shareholders whichever is lower, and
- total shareholding of participants must exceed 1/3 of total shares subscribed.

In the event that the number of shareholders falls to constitute a quorum 1 hour after the appointed time:

- the Meeting, if originated by the shareholders' request, shall be annulled.
- otherwise, a new Meeting shall be called forth and new notification sent to the shareholders at least 7 days

before the meeting date and this Meeting needs no quorum stipulated.

Article 37 The topics to be brought to the Annual Shareholders' General Meeting are:

- (1) Acknowledgement on the Board of Directors' report on previous year's activities;
- (2) Consideration and approval of the Balance Sheet, Profit and Loss Statement;
- (3) Appropriation of profits;
- (4) Election of directors to replace those retired in the expiration of their terms;
- (5) Appointment of auditors and determination of their remunerations; and
- (6) Other matters.

Article 38 The Chairman of the Board shall preside over the Shareholders' Meeting. In case the Chairman is absent/unable to perform his duties, the Vice-Chairman (if any) shall take the chair, if the Vice-Chairman is unavailable/unable to perform his duties, the shareholders shall elect one among themselves as the Chairman of the Meeting.

Article 39 The Chairman of the Shareholders' Meeting has to abide by the Company's Articles of Association. The Meeting shall be conducted according to the agenda laid down in the notification for the Meeting, unless the majority of not less than 2/3 of the participants votes to reshuffle the sequence.

Proxy for Shareholders' Meeting and Voting Rights

Article 36 Decisions of the Meeting shall be made by majority votes of the shareholders present in the Meeting, unless the laws or the Articles of Association stipulated otherwise.

Each share shall have one vote, however any shareholder having direct interest in any matter, shall have no right to vote on that particular matter. With the exception on the election of Directors, each shareholder is free to exercise his vote without any restriction.

In case the vote is tied, the Chairman of the Meeting, a non-shareholder notwithstanding, shall cast the deciding vote.

Article 40 The shareholders may allow a proxy to attend the Meeting and casting a vote by submitting the deed of substitution, as transcribed by the Registrar, to the Chairman or his assignee at the Meeting place.

Director's Qualifications, Elections and Terms

Article 16 The Company shall have a Board of Director comprising of minimum 5 directors. Not less than half of which must take residency in the kingdom and not less than 3/4 of the total number must hold Thai nationality.

Article 17 The director shall be elected at the Shareholders' Meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote per share;
- (2) Votes may be cast for each director individually or as a group for a full Board depending on the choice of each meeting. However, each shareholder's right under (1) must be executed.
- (3) Election is based on majority vote. In case of a tie, the Chairman will exercise the deciding vote.

Article 18 At each Annual Shareholders' General Meeting, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

In the 1st and 2nd year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire.

The retired directors can be re-elected.

Article 19 The retirement of directors, besides completing the terms, are by his/her:

- (1) Death;
- (2) Resignation;
- (3) Disqualification or forbidden by law;
- (4) Voted out of office at the Shareholders' Meeting by voters whose number not less than 3/4 of those attended, who command not less than 50% of shares with voting rights participated in the Meeting;
- (5) By court order.

The Directors' Remunerations

Article 28 The Directors are entitled to cash reward, meeting allowance, per-diem, grant, bonus or other benefits in accordance with the Articles of Association or as consented by the Shareholders' Meeting. The amount may either be fixed or laid down in principle and determined on each occasion.

The above paragraph shall not affect the rights of the Company employee, who is concurrently elected director to receive the usual remunerations and benefits from his/her employment.

The Dividend Payments

Article 45 Dividends shall only be made from profit. The remaining balance of which may be allotted to any reserve funds as agreed by the Board of Directors.

The Board of Directors may, on occasion the profit justifies, pay interim dividend to shareholders. In so doing, the next Shareholders' Meeting shall be duly informed.

Dividends shall be made within the timeframe given by laws. Written notification shall be sent to shareholders and advertised in the newspaper.

Article 46 A minimum of 10% of the annual net profit, after accumulated loss (if any), shall be appropriated to a reserve fund until the total is not less than 25% of the registered capital.

The Qualifications, Appointments, Fee Allotments and Participations in Shareholders' Meeting of the Auditor.

Article 48 The auditor may be a shareholder but not a director, employee or holder of any office of the Company.

Article 50 The auditor is obliged to attend all Shareholders' Meeting that involve scrutinies of the Balance Sheet, Statement of Profit and Loss in order to clarify all questions related to the Company's accounts and the auditing processes. The Company shall provide the auditor all reports and documents distributable to the shareholders in the Meeting.

Article 51 The General Shareholders' Meeting shall appoint the auditor and deciding the auditing fee annually. Reappointment of the auditor is allowable.

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(ปิดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ
Proxy

เลขทะเบียนผู้ถือหุ้น เขียนที่
Shareholders' Registration No. Written at
วันที่.....เดือน พ.ศ.
Date Month Year

1. ข้าพเจ้า/I/We..... สัญชาติ / Nationality.....
อยู่บ้านเลขที่ / Address.....

2. เป็นผู้ถือหุ้นของ บริษัท ยูเนียนพลาสติก จำกัด (มหาชน)
being a shareholder of Union Plastic Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares with the voting rights of _____ votes as follows:
 หุ้นสามัญ ordinary share _____ shares with the voting rights of _____ เสียง
 หุ้นบุริมสิทธิ preferred share _____ shares with the voting rights of _____ เสียง

3. ขอมอบฉันทะให้ / Hereby appoint

1. นางศุภางค์ ตั้งสุจริตพันธ์ ประธานกรรมการตรวจสอบ/กรรมการอิสระ อายุ 68 ปี
Mrs. Supung Tangsujaritpunt Chairman of the Audit Committee/Independent Director Age 68 Years
อยู่บ้านเลขที่ 315/12 ซอยลาดพร้าว 94 (ปัญจมิตร) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310 หรือ
Address 315/12 Soi Ladprao 94 (Panjamitr), Plubpla, Wangthonglang, Bangkok 10310 or

2. นายบรรเจ็ด ตั้งเลิศไพบูลย์ กรรมการตรวจสอบ/กรรมการอิสระ อายุ 59 ปี
Mr. Buncherd Tanglertpaibul Audit Committee/Independent Director Age 59 Years
อยู่บ้านเลขที่ 110 ซอยศาลาแดง 1 (ก๊อดเซ่) แขวงสีลม เขตบางรัก กรุงเทพมหานคร 10500 หรือ
Address 110 Soi Saladaeng 1, Silom, Bangrak, Bangkok 10500 or

3. นาย/นาง/นางสาว/Mr./Mrs./Miss อายุ/Age..... ปี/Years
อยู่บ้านเลขที่/Address ถนน/Road ตำบล/แขวง/Sub-District
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์/ Zip Codeหรือ/or

นาย/นาง/นางสาว/Mr./Mrs./Miss อายุ/Age..... ปี/Years
อยู่บ้านเลขที่/Address ถนน/Road ตำบล/แขวง/Sub-District
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์/ Zip Codeหรือ/or

นาย/นาง/นางสาว/Mr./Mrs./Miss อายุ/Age..... ปี/Years
อยู่บ้านเลขที่/Address ถนน/Road ตำบล/แขวง/Sub-District
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์/ Zip Codeหรือ/or

นาย/นาง/นางสาว/Mr./Mrs./Miss อายุ/Age..... ปี/Years
อยู่บ้านเลขที่/Address ถนน/Road ตำบล/แขวง/Sub-District
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์/ Zip Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 25 ในวันที่พุธที่ 25 เมษายน 2561 เวลา 13.30 น. ณ ห้องประชุม ชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 25th Annual General Meeting of Shareholders to be held on Wednesday, April 25, 2018 at 13.30 p.m., at the Meeting room, 9th Floor of Saha-Union Building, No. 1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok or on the date and at the place as may be postponed or changed.

(หมายเหตุ / Remarks :

กรรมการอิสระ คนที่ 2 มีส่วนได้เสีย ในระเบียบวาระที่ 5 พิจารณาเลือกตั้งกรรมการ กำหนดอำนาจกรรมการ และกำหนดค่าตอบแทนกรรมการ ที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้ เนื่องจากเป็นผู้ที่ครบวาระในปีนี้ และได้รับการพิจารณาเสนอชื่อให้ได้รับการเลือกตั้งเป็นกรรมการอีกวาระหนึ่ง

Independent Director No.2, the beneficiaries In Agenda 5; “Considering Matters Relating to the Directors, Their Authorities and Remunerations”, Director is due to retire this year and has been nominated to be reappointed for another term.)

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We shall appoint the proxy holder to vote on my / our behalf at this Meeting thus

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.

วาระที่ 1 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 24**
Agenda 1 Considering and Endorsing the Minutes of the 24th Annual General Meeting of Shareholders.
 เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

วาระที่ 2 **รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานในรอบ 1 ปีที่ผ่านมา**
Agenda 2 Acknowledging the Board of Directors' Report on the Past Year Performance.
 รับทราบผลการดำเนินงานของบริษัทฯในรอบ 1 ปีที่ผ่านมา
 Acknowledging the Company's Operation during the Past Year.

วาระที่ 3 **พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2560**
Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2017.
 เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

วาระที่ 4 **พิจารณาอนุมัติจัดสรรเงินกำไรและการจ่ายเงินปันผล**
Agenda 4 Approving the Profit Allocation and Dividend Payments.
 เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการ กำหนดอำนาจกรรมการ และกำหนดค่าตอบแทนกรรมการ**
Agenda 5 Considering Matters Relating to the Directors, Their Authorities and Remunerations.

5.1 พิจารณาเลือกตั้งกรรมการ / Electing the Directors.

(ผู้ถือหุ้นมีสิทธิลงคะแนนได้ทั้งข้อ (ก), (ข) และ (ค) / Shareholders have the right to vote in (a), (b) and (c))

(ก) เห็นด้วยกับวิธีการเลือกตั้งกรรมการทั้งหมด / (a) Vote for the nomination of total directors.

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

(ข) ถ้ามีมติให้ใช้วิธีการเลือกตั้งกรรมการทั้งหมด เห็นด้วยกับการเลือกตั้งกรรมการทั้ง 3 คน ตามที่คณะกรรมการบริษัทฯ เสนอ / (b) If the meeting resolves to nominate total directors, vote for the nomination of all 3 directors as proposed by the Board of Directors.

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

(ค) ถ้าไม่มีการเลือกตั้งกรรมการทั้งหมดตาม (ก) ขอเลือกตั้งกรรมการเป็นรายบุคคล ดังนี้ / (c) If there is no nomination of total directors according to (a), please vote for the nomination of individual director as follows :

1. นายบรรเจ็ด ตั้งเลิศไพบูลย์
Mr. Buncherd Tanglertpaibul

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

2. นายราเมศ เข็มเพชร
Mr. Rames Khempet

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

3. นายวัชรพงษ์ ดารกานนท์
Mr. Vacharaphong Darakananda

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

การนับคะแนนเสียงในข้อ 5.1 ข้างต้น ถ้ามติที่ประชุมผู้ถือหุ้นใช้วิธีการเลือกตั้งกรรมการทั้งหมด จะนำคะแนนในข้อ (ก) มานับเป็นมติ ถ้าไม่ใช้วิธีการเลือกตั้งกรรมการทั้งหมด จะนำคะแนนในข้อ (ค) มานับเป็นมติ

Counting votes in clause 5.1 above : if the resolution of the Annual General Shareholder's Meeting is to nominate total directors, the votes of (b) will be counted as resolution. If there is no nomination of total directors, the votes of (c) will be counted as resolution.

5.2 พิจารณากำหนดอำนาจกรรมการ / Defining the Directors' Authorities.

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

5.3 พิจารณากำหนดค่าตอบแทนกรรมการ / Authorizing the Directors' Remuneration.

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

วาระที่ 6
Agenda 6

พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2561 และกำหนดเงินค่าตอบแทน
Appointing the 2018 Auditors and Fixing the Remunerations.

เห็นด้วย / For (vote) ไม่เห็นด้วย / Against (vote) งดออกเสียง / Abstain (vote)

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นารลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and is not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่อยู่ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the Meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
I/We shall be fully liable for any action taken by the proxy holder at the Meeting.

ลงชื่อ ผู้มอบฉันทะ
Signature () Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signature () Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signature () Proxy

ลงชื่อ ผู้รับมอบฉันทะ
Signature () Proxy

หมายเหตุ / Remarks:

1. หนังสือมอบฉันทะติดอากรแสตมป์ 20 บาท/Proxy Annex Duty Stamp Baht 20
2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ผู้ถือหุ้นไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้/ A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล / In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
4. โปรดมอบสำเนาบัตรประจำตัวประชาชนของผู้มอบฉันทะ หรือหนังสือรับรองการจดทะเบียนนิติบุคคล ซึ่งรับรองสำเนาถูกต้องมาพร้อมกับหนังสือมอบฉันทะฉบับนี้ด้วย / Please enclose with this Proxy copies of the identification card of the proxy grantor or the Affidavit of the Juristic Person. All copies of the documents must be certified as true.

แผนที่สถานที่ประชุมผู้ถือหุ้นของบริษัท ยูเนียนพลาสติก จำกัด (มหาชน)
 Map of the Meeting Location of Union Plastic Public Company Limited
 จัดประชุม ณ ห้องประชุมชั้น 9 อาคารสำนักงานใหญ่ บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพฯ 10260
 โทรศัพท์ 0 2311 5111-9 โทรสาร 0 2331 5668
 At the Meeting room, 9th Floor of Saha-Union Building No. 1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok 10260
 Tel. +66 2311 5111-9 Fax. +66 2331 5668



