



บริษัท ยูเนียนพลาสติก จำกัด (มหาชน)

UNION PLASTIC PUBLIC COMPANY LIMITED

คุณธรรม คุณภาพ คุณประโยชน์
กลุ่มสหยูเนียน

11/1 ซอยเสรีไทย 62 แขวงมีนบุรี เขตมีนบุรี กรุงเทพฯ 10510 โทรศัพท์ 02-517-0109-14 โทรสาร 02-517-0529
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March 20, 2019

Subject : Notification on the Resolutions of the Board of Directors' Meeting No. 3/2019.

(Fixing the date, agenda of the 26th Annual General Meeting of Shareholders, withholding of dividend payment for the 2018 operation and amending the Company's Article of Association no.33)

To : The Director and Manager
The Stock Exchange of Thailand

The resolutions of the Meeting of the Board of Directors of Union Plastic Public Company Limited (UP) No. 3/2019 held on Wednesday, March 20, 2019 at 10.00 a.m. at the Meeting room, 8th floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, were as follows :-

1. The 26th Annual General Meeting of Shareholders was to be held on Wednesday, April 24, 2019 at 13.30 p.m., at the Meeting room, 9th floor of Saha-Union Building No. 1828 Sukhumvit Rd., Phrakhanong Tai, Phrakhanong, Bangkok.

2. The closing date of the Registration Book on Share Transferring Suspension was set from April 3, 2019 until the completion of the Shareholders' Meeting, to allow the Shareholders whose names were listed on the closing date of the Registration Book, the rights to attend the 26th Annual General Meeting of Shareholders and to cast vote.

3. The agenda of the Meeting were as follows :-

Agenda 1 Considering and Endorsing the Minutes of the 25th Annual General Meeting of Shareholders.

The Board's opinion :

The Minutes of the 25th Annual General Meeting of Shareholders, held on April 25, 2018 had been properly recorded and should be proposed for endorsement in the Shareholders' Meeting.

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

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, 2018.

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, 2018 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.

Agenda 4 Considering and Approving the withholding of dividend payment for the 2018 operation.

The Board's opinion :

It was agreed to propose the Shareholders to authorize the withholding of dividend payment for the 2018 operation to the Shareholders in consequence of the net loss in the Company's Separate Financial Statements.

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

5.1 Electing the Directors.

The Board's opinion :

The Board of Directors, excluding the Directors who were the beneficiaries, agreed with the proposal of the Nomination and Remuneration Committee and proposed the Shareholders to nominate the 3 Directors who were due to retire for another term :

1. Mrs. Supung Tangsujaritpunt
2. Mrs. Chantorntree Darakananda
3. Mr. Nanthiya 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.

Mrs. Supung Tangsujaritpunt, 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. Her 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).

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 Tangsujaritpunt, Mr. Buncherd Tanglertpaibul and Ms. Jutatip Arunanondchai, the Audit Committee and/or Independent Directors".

5.3 Authorizing the Directors' Remunerations.

The Board's opinion :

It was agreed to propose to the Shareholders to fix the 2019 Directors' remuneration at an amount not exceeding Baht 1,500,000 per year (identical to the year 2018). 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 2019 Auditors and Fixing the Remuneration.

The Board's opinion :

It was agreed to propose the Shareholders to appoint

1. Ms. Vilailak Laohasrisakul Certified Public Accountant No. 6140
(2nd year Certified Public Accountant) or
2. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 or
3. Mr. Termphong Opanaphan Certified Public Accountant No. 4501 or
4. Ms. Vissuta Jariyathanakorn Certified Public Accountant No. 3853

of EY Office Limited as the Company 2019 Auditor. The remuneration for auditing the Company's accounts including the reviewing of the 3 quarterly Financial Statements would be Baht 1,200,000, which is Baht 80,000 higher than the amount paid in 2018. There were no other service charges.

Agenda 7 Considering and Approving the amendment to the Company's Article of Association No. 33

The Board's opinion :

It was agreed to propose to the Shareholders to approve the amendments to Article 33 of the Company's Articles of Association by replacing the existing text with the one as proposed.

4. The Company would deliver the notification of the 26th Annual General Meeting of Shareholders, together with all related documents to the Shareholders within the legal timeframe. They would all be posted on the Company's website at www.unionplastic.co.th from March 22, 2019 onwards.

Please be informed accordingly.

Yours sincerely,
-Signature-
Mr. Thitivat Suebsaeng
Acting Managing Director