

คุณธรรม คุณภาพ คุณประโยชน์ กลุ่มสหยูเนี่ยน

# บริษัท ยูเนี่ยนพลาสติก จำกัด (มหาชน) UNION PLASTIC PUBLIC COMPANY LIMITED

11/1 ซอยเสรีไทย 62 แขวงมีนบุรี เขตมีนบุรี กรุงเทพฯ 10510 โทรศัพท์ 02-517-0109-14 โทรสาร 02-517-0529 11/1 Soi Serithai 62, Minburi, Minburi, Bangkok 10510 Tel. (662)-517-0109-14 Fax (662)-517-0529

# March 21, 2018

Subject: Notification on the Resolutions of the Board of Directors' Meeting No. 3/2018.

(Fixing the date, agenda of the 25<sup>th</sup> Annual General Meeting of Shareholders,

dividend payments)

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. 3/2018 held on Wednesday, March 21, 2018 at 10.00 a.m. at the Meeting room, 8<sup>th</sup> floor of Saha-Union Building, No. 1828 Sukhumvit Road, Phrakhanong Tai, Phrakhanong, Bangkok, were as follows:-

- 1. The 25<sup>th</sup> Annual General Meeting of Shareholders was to be held on Wednesday, April 25, 2018 at 13.30 p.m., at the Meeting room, 9<sup>th</sup> 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 4, 2018 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 25<sup>th</sup> Annual General Meeting of Shareholders, to cast vote and to receive the 2017 dividends.
  - 3. The agenda of the Meeting were as follows:-
- Agenda 1 Considering and Endorsing the Minutes of the 24<sup>th</sup> Annual General Meeting of Shareholders.

#### The Board's opinion:

The Minutes of the 24<sup>th</sup> Annual General Meeting of Shareholders, held on April 19, 2017 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.

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

## 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.

## Agenda 4 Approving the Profit Allocations and Dividend Payments.

# 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.

#### 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.

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).

# 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 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 Remuneration.

## The Board's opinion:

It was agreed to propose the Shareholders to appoint

1. Mrs. Poonnard	Paocharoen	Certified Public Accountant No. 5238
		(4 <sup>th</sup> 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 Auditor. 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.

4. The Company would deliver the notification of the 25<sup>th</sup> 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 <a href="https://www.unionplastic.co.th">www.unionplastic.co.th</a> from March 23, 2018 onwards.

Please be informed accordingly.

Yours sincerely,
-SignatureMr. Rames Khempet
Managing Director

