



INTEGRITY QUALITY SERVICE

**UNION PLASTIC
PUBLIC COMPANY LIMITED**

Invitation to attend the 26th Annual General Meeting
of Shareholders.

April 24, 2019 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, 2019

Subject : Invitation to attend the 26th Annual General Meeting of Shareholders

To : **Shareholders**

- Enclosures :
1. Copy of the Minutes of the 25th Annual General Meeting of Shareholders on April 25, 2018.
 2. Annual Report, Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2018 in the form of QR Code.
 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 (Form B)
 8. Map of the venue for the Meeting

The Board of Directors of Union Plastic Public Company Limited (UP) has resolved to convene the 26th Annual General Meeting of Shareholders on Wednesday, April 24, 2019 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 25th Annual General Meeting of Shareholders.

The Company held the 25th Annual General Meeting of Shareholders, on April 25, 2018, 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 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. (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 2018 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, 2018.

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, 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.(Appendix 2)

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

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. According to the Public Limited Company Acts and the Article 46 of the Company's Articles of Association, the Company is to allocate the net profit, as the statutory reserve, no less than 10% of the annual net profit, after accumulated loss (if any) until the reserve amounted to no less than 25% of the Company's registered capital.

The Separate Financial Statements for the year ending December 31, 2018 which had been audited and certified by the Auditor and approved by the Audit Committee and the Company's Board of Directors, registered a net loss at Baht 28,585,168. The Company's statutory reserve had reached 25% of the Company's registered capital.

The Details of Net profit (loss) and Dividend Payments during 2016 to 2018

Description	2018	2017	2016
1. Net profit (loss) (Baht)	(28,585,168)	30,313,849	33,611,056
2. Number of shares (Share)	25,000,000	25,000,000	25,000,000
3. Dividend per share (Baht : Share)	0	1.21	1.34
4. Total dividend payments (Baht)	0	30,250,000	33,500,000
5. Dividend payments per net profit (%)	0	99.79	99.66

Remark : Based on the Separate Financial Statements.

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.

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.

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 2019 Directors' Remunerations at the amount of not exceeding Baht 1,500,000 per year (identical to the year 2018). 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 2018 Annual Report Page 21).

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 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 2019 Auditors and determining his/her remunerations, advised the Board of Directors to propose for the Shareholders' approval to appoint

1. Ms. Vilailak Laohasrisakul Certified Public Accountant No. 6140 (2nd year Certified Public Accountant) or
2. Mrs. Poonard Paچارoen 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 to be the 2019 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 1,200,000, which is Baht 80,000 higher than the amount paid in 2018. There were no other service charges.

The Board's opinion :

It was agreed to propose to the Shareholders to appoint

1. Ms. Vilailak Laohasrisakul Certified Public Accountant No. 6140 (2nd year Certified Public Accountant) or
2. Mrs. Poonard Paچارoen 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 Auditors. 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

Reference is made to the Order No. 21/2560 issued by the Head of the National Council for Peace and Order, under the subject “Additional Amendments of Laws to Facilitate the Business Handling”. There were additional amendments to Section 100 of the Public Limited Companies Act B.E. 2535, on the Rights of shareholders to summon an extraordinary shareholders’s meeting. The Company’s Article of Association No. 33 should therefore be amended to abide by The Law, i.e.

Existing Article	Amended Article being proposed
<p>Article 33 <i>The shareholders holding not less than one fifth of the aggregate number of shares sold, or not less than 25 shareholders holding not less than one tenth of the aggregate number of the shares sold, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In this regard, the Board of Directors shall summon a shareholders’ meeting to be held <u>within 1 month from the date of the receipt of the request from the shareholders.</u></i></p>	<p>Article 33 <i>One or more shareholders holding not less than ten percent of the aggregate number of shares sold may, by subscribing their names, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting are clearly stated in such request. In this regard, the Board of Directors shall summon a shareholders’ meeting to be held <u>within forty-five days from the date of the receipt of the request from the shareholders.</u></i></p> <p><i><u>In case the Board of Directors fails to arrange for the meeting within the specified period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five days from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be a shareholders’ meeting called by the Board of Directors and the Company shall be responsible for relevant expenses incurred in the course of convening such meeting and also provide appropriate facilitation.</u></i></p> <p><i><u>In case the number of shareholders present at any meeting summoned by the shareholders under paragraph two does not constitute a quorum as prescribed in the Article 35, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in holding such meeting.</u></i></p>

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.

The Company specified the closing date of the Registration Book on Share Transferring Suspension from April 3, 2019 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 26th Annual General Meeting of Shareholders and to cast vote.

Enclosed were documents appended for acknowledgement and consideration. The Company prepared the 2018 Annual Report in the form of QR Code. 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 26th Annual General Meeting of Shareholders together with the appended documents were posted on the Company's website (www.unionplastic.co.th) on March 22, 2019.

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 Jiemsakultip

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)

Annual General Meeting of Shareholders No. 25

Union Plastic Public Company Limited

The meeting took place at the meeting room on the 9th Floor, Saha-Union Public Company Limited Main Office, 1828, Sukhumvit Road, South Phra Khanong, Phra Khanong, Bangkok, on 25 April 2018

Meeting convened: 1:30 pm.

Miss Dalad Saphavichaikul, Chairman of the Board, chaired the meeting, announcing to the meeting that 22 shareholders were in attendance in person to represent 36,515 shares and 42 other shareholders attended by proxy for a total of 17,386,245 shares. In all, 64 shareholders represented 17,422,760 shares or 69.69 percent of all allocated shares in the Company were in attendance at the meeting, thus completing the meeting quorum in compliance with regulations.

The Chairman gave the meeting an opening speech and introduced the Board of Directors, directors presiding over sub-committees, executives and meeting attendees to the shareholders as in the following list of names:

List of Directors Attending the Meeting

1.	Miss Dalad	Saphavichaikul	Chairman
2.	Mrs. Supung	Tangsujaritpunt	Independent Director/Chairman of the Audit Committee/Nomination and Remuneration Committee
3.	Mr. Buncherd	Tanglertpaibul	Independent Director/Audit Director/Chairman of the 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 Director
8.	Mr. Nanthiya	Darakananda	Director

List of Directors Absent from the Meeting

1.	Miss Jutatip	Arunanondchai	Independent Director/Audit Director
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The Company has nine directors.

A total of eight directors attended the meeting, or 88.89 percent of all directors.

List of Meeting Attendees

- | | | |
|------------------|---------------|--|
| 1. Miss Wilailak | Laohasrisakul | Auditor from EY Office Limited |
| 2. Mr. Haricha | Diaoissaret | Assistant Auditor from EY Office Limited |
| 3. Mr. Kosit | Thepchalerm | Manager of Accounting and Finance |
| 4. Mrs Chadaporn | Jiemsakultrip | Company Secretary |

Before proceeding with the meeting according to the agenda items, the Chairman made an announcement to shareholders that, in voting on each agenda item, a single share is equivalent to one vote for shareholders attending the meeting in person and for proxies who are authorized to cast votes. Furthermore, it was announced that votes in approval and disapproval as well as abstained votes are to be cast in the ballots handed out during registration. As for proxies whose votes have already been cast for each agenda item in their proxy letters, the Company had already gathered these votes and would include them with the votes cast at the meeting. The Company will announce the vote-counting results of each agenda item at the end of the meeting. In addition, to accelerate the process, shareholders voting in against agenda items or in abstinence were requested to cast their votes in their ballots and raise their ballots to enable the staff to collect the ballots, after which all of the aforementioned votes would be subtracted from the total number of votes. All remaining votes as votes of approval. Before closing the meeting, the Company will ask the shareholders to return all voting ballots for use as evidence and reference as well as to ensure voting transparency. In doing so, one shareholder will be asked to witness the vote-counting process. Accordingly, Miss Nareerat Thitithanakulsiri, shareholder, volunteered to witness the vote-counting.

Afterward, the meeting was informed that, in regards to the Company's granting of opportunities for shareholders to propose beneficial issues to the Company for consideration as agenda items for next year's annual general meeting of shareholders in compliance with the Company's criteria and procedures from 1 October 2017 to 31 December 2017 via the Company's website, no shareholders proposed any issues for consideration as meeting agenda items.

Next, the Chairman commenced the meeting in line with the meeting agenda items as follows:

Agenda 1 **Consideration on Certifying the Report of Annual General Meeting of Shareholders No. 24**

The Chairman made an announcement to the meeting that, in following the Company's organization of the 24th annual general meeting of shareholders on 19 April 2017, the Company had completed the minutes to the meeting for the 24th annual general meeting of

shareholders within 14 days of the date of the meeting and submitted copies of the aforementioned minutes to the meeting to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by the law, published the meeting report on the Company's website and sent the aforementioned minutes to the meeting to shareholders for advance consideration together with meeting invitation letters. Therefore, the meeting moved to consider certification of the aforementioned minutes to the meeting.

Resolution: The meeting passed a unanimous resolution to certify the report of the 24th annual general meeting of shareholders as an accurate meeting report of the Company by 17,422,760 of approval, 0 votes of disapproval, 0 vote abstentions and 0 bad ballots.

Agenda 2 **Acknowledgement of the Board of Directors' Report on Performance Over the Past Year**

The Chairman requested that Mr. Rames Khempet, Managing Director, report the Company's performance over the previous year to the meeting.

The Managing Director reported the Company's situation and business overview for 2017 to the meeting. The Company's primary revenue is generated from the sales of parts to the automotive and motorcycle industries, which collectively account for approximately 87 of all sales. Motorcycle production increased over the past year. As a result, the sales of parts in the aforementioned category increased. Car production also increased, with production increasing for domestic sales while export production decreased. However, the Company's parts sales in the automotive category did not increase, because the car models for which the Company manufactures parts saw decreased production due to intense competition among individual companies in the automotive market. This led to a decrease in market shares for the Company's clients. Additionally, the aforementioned clients' export market has not yet recovered. Thus, the Company's total sales of parts in the automotive industry decreased from 2016. Nevertheless, the Company expects growth in parts sales in the automotive industry for the current year.

As for the risk factors in the Company's business, the Company's revenue is primarily generated by the automotive industry, which accounts for as much as 87 percent of the Company's revenue. Therefore, when certain circumstances have impact on the automotive industry, the Company's sales are inevitably affected. Thus, in order to minimize risks from these circumstances, the Company has a place to improve production processes and modernize machinery and equipment in order to increase production support for other industries such as the electrical appliance industry and others. Over the previous year, investment increased in machinery changes.

Concerning the Company's performance in 2017, the Company's overall revenue equaled 723.92 million baht. This is a decrease of 4.31 million baht from 2016 and resulted largely from a 9-percent loss in revenue from parts sales in the automotive industry. This was compounded

by the 695.16 million baht of overall expenses or a 1.67 million baht increase from 2016 due to increased annual wages and increased hiring in the personnel development agency for providing training to develop the skills and knowledge of employees in various sections. In consequence, the Company's net profit as stated by the business-specific financial statement was 30.31 million baht, a decrease of 3.29 million baht from 2016 or equivalent to a net profit of 1.21 baht per share.

The Chairman provided opportunities for shareholders to ask questions, but none of the shareholders had any questions to ask.

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

Agenda 3: Consideration of Approval of the Balance Sheet and Profit and Loss Statement or the Financial Statements for the Year Ending 31 December 2017

The Chairman announced to the meeting that, under the Public Limited Companies Act and Clause 43 of the Company's regulations, the Company is required create an annual balance sheet and profit and loss statement for the end of each of the Company's accounting year. Furthermore, the aforementioned statements require auditing and certification by a certified public accountant; the statements then need to be proposed to the annual general meeting of shareholders for approval.

The Board of Directors deemed it fitting to move that shareholders consider approval of the Company's balance sheet and profit and loss statement or financial statements for the year ending 31 December 2017 as audited and certified by a certified public accountant from EY Office Limited, which has already been approved by the Audit Committee and the Board of Directors as appearing on Page 46 and onward in the Company's annual report of 2017.

The Chairman provided opportunities for shareholders to ask questions, but none of the shareholders had any questions to ask.

Resolution: The meeting took the aforementioned matter under consideration and unanimously passed a resolution in approval of the balance sheet and profit and loss statement or financial statements for the year ending on 31 December 2017 by 17,422,760 of approval, 0 votes of disapproval, 0 vote abstentions and 0 bad ballots.

Agenda 4: Consideration of Approval of Allocating the Company's Profits and Payment of Dividends

The Chairman informed the meeting that, as is the Company's policy, payment of dividends is dependent on business performance with payments set to equal a rate of at least one-third

of net annual profit subsequent to deduction of accrued losses (if any) as stated by the business-specific financial statements.

According to the business-specific financial statements for the year 2017 ending 31 December 2017 as audited and certified by the auditor and approved by the Audit Committee and the Board of Directors, the Company's net profit after deductions of corporate income tax amounted to 30,313,849 baht and the Company had sufficient cash flow to make dividend payments. Therefore, the Board of Directors considered allocating net profits for the year 2017 as dividends paid to shareholders at the rate of 1.21 baht per share (one baht and twenty-one satang only) for a total sum of 30,250,000 baht in dividends (thirty million two hundred fifty thousand baht only) or 99.79 percent of net profit, which follows the Company's dividend payment policy. Accordingly, payments would be made from profits after deduction of 20-percent taxes. In this regard, ordinary shareholders are eligible for dividend tax credit pursuant to Section 47 bis of the Revenue Code, while the remaining net profits leftover from dividend payments are counted as accumulated profits. In the aforementioned payment of dividends, payments would be made to listed shareholders by the date of book closure suspending transfers of the Company's shares on 4 April 2018 subsequent to receiving approval from the annual general meeting of shareholders.

The Chairman provided opportunities for shareholders to ask questions, but none of the shareholders had any questions to ask.

Resolution: The meeting took the matter under consideration and unanimously passed a resolution approving the allocation of the net profit of 2017 as stated by the business-specific statements as dividends to be paid to shareholders at the rate of 1.21 baht per share for a total sum of 30,250,000 baht or 99.79 percent of net profit. The dividends would be paid to listed shareholders by the date of book closure suspending transfers of the Company's shares on 4 April 2018 with the remaining net profits leftover from dividend payments are counted as accumulated profits. The resolution was passed with 17,422,760 votes of approval, 0 votes of disapproval, 0 abstentions and 0 bad ballots.

Accordingly, the Company would inform Thailand Securities Depository Company Limited (TSD) to deliver funds to shareholders beginning from 26 April 2018 onward.

Agenda 5: Consideration of Election of Directors, Specification of the Authority of Directors and Specification of Directors' Remunerations

5.1 Consideration of Election of Directors

The Chairman informed the meeting that, under the Public Limited Companies Act and Clause 18 of the Company's regulations, one-third of the total number of directors are to vacate their positions at every annual general meeting of shareholders, but remain eligible for subsequent re-elections.

At present, the Company has nine directors. In the current annual general meeting of shareholders, three directors were due to vacate their positions upon expiration of term as follows:

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

The Board of Directors, with the exclusion of stake-holding directors, took the aforementioned matter under consideration and passed a resolution in approval of the consideration guidelines proposed by the Nomination and Remuneration Committee, which deemed it fitting to propose to shareholders to re-elect all three of the aforementioned directors vacating their positions due to expiration of term back into their positions. The aforementioned people are fully qualified as directors in accordance with the Company's regulations, the Public Limited Companies Act and the criteria set forth by the Company. The details and backgrounds of the nominated people to be reelected as directors of the Company appear as shown in Attachments No. 3 and No. 5 that accompanied the meeting invitation letters.

Mr. Buncherd Tanglertraibul, who is a nominated independent director to continue to hold the aforementioned position for another term, is not a stakeholder in the Company/subsidiaries/joint companies or a juristic person with potential conflict of interest. Moreover, he is fully qualified as an independent director under the Company's definition of independent directors as well as the criteria set forth by the SEC and the SET, the details of which are as appearing in Attachment No. 4 that accompanied the meeting invitation letters.

Prior to the election voting of the aforementioned directors, the Chairman moved that shareholders give consideration to the election method and whether to elect all three of the aforementioned directors as proposed by the Nomination Committee or on an individual basis.

Mr. Ammarin Pattaranawik, a shareholder's proxy, suggested electing all three directors at once and decided to vote all three aforementioned directors back into their positions as directors for an additional term as proposed by the Board of Directors.

Mr. Thanawat Weerachinsiri, a proxy from the Thai Investors' Association, stated that the independent directors have held onto their positions continuously for over nine years and, therefore, asked for the Company's consideration of criteria and policy regarding the aforementioned issue.

The Chairman responded that the Board of Directors lacked a set term limit on independent directors continuously holding their positions. Furthermore, in regards to retaining the genuine independence of the aforementioned directors to which an opinion was stated that directors should not continuously remain in their positions for more than nine years, the Board of Directors held the opinion that independence is not determined by the number of years in office but rather the qualifications of independent directors, which must be fully compliant with the Company's definition for independent directors and the criteria prescribed by the SEC and SET. The aforementioned directors are to be knowledgeable and competent people who perform duties effectively as

independent directors together with the Board of Directors in order to effectively and independently express approvals and disapprovals on the Management’s work in a straight forward manner and for the greatest benefit of the Company. Moreover, experience from holding onto positions provide better understanding about the Company’s business activities.

Resolution: The meeting took the matter under consideration and passed the following resolutions:

1. A resolution was passed unanimously in agreement with electing all of the aforementioned directors at the same time with 17,422,760 votes of approval, 0 votes of disapproval, 0 abstentions and 0 bad ballots.

2. A resolution was passed unanimously to reelect all three of the aforementioned directors due to vacating their positions according to term back into their positions as Company directors for an additional term as follows:

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

The resolution was passed with 17,422,760 votes of approval, 0 votes of disapproval, 0 abstentions and 0 bad ballots. Accordingly, the Company will have nine directors as follows:

1. Miss Dalad Saphavichaikul
2. Mrs. Supung Tangsujaritpant
3. Mr. Buncherd 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 Considerations on Specifying the Authority of Directors

The Chairman informed the meeting that the Board of Directors deemed it fitting to make a proposal for shareholders to consider specifying the authority of directors as follows: “Two directors are required to co-sign and affix the Company’s seal, except for Mrs. Supung Tangsujaritpant, Mr. Buncherd Tanglertpaibul and Miss Jutatip Arunanondchai, who are audit directors and/or independent directors”.

The Chairman provided opportunities for shareholders to ask questions, but none of the shareholders had any questions to ask.

Resolution: The meeting took the matter under consideration and passed a unanimous resolution to specify the authority of directors as follows: “Two directors are required to co-sign and

affix the Company's seal, except for Mrs. Supung Tangsujaritpunt, Mr. Buncherd Tanglerpaibul and Miss Jutatip Arunanondchai, who are audit directors and/or independent directors" by 17,422,760 votes of approval, 0 votes of disapproval, 0 vote abstentions and 0 bad ballots.

5.3 Consideration of Specification of Remunerations

The Chairman informed the meeting that the Board of Directors deemed it fitting to move that shareholders consider approving directors' remunerations for the year 2018 as deemed fitting by the Company's Nomination and Remuneration Committee. It was deemed fitting to set the directors' remunerations for 2018 to not exceed the amount of 1,500,000 baht per year (equal to that of 2017). In this regard, the Company's Board of Directors was tasked with its allocation as suitable (the components of remunerations for the Board of Directors and sub-committees are shown by person as appearing in Page 21 of the Company's annual report of 2017).

The Chairman provided opportunities for shareholders to ask questions, but none of the shareholders had any questions to ask.

Resolution: The meeting took the matter under consideration and unanimously passed a resolution in approval of the directors' remunerations for the year 2018 to not exceed 1,500,000 baht per year (equal to that in 2017) with allocation as deemed fitting by the Board of Directors with 17,422,760 votes of approval, 0 votes of disapproval, 0 vote abstentions and 0 bad ballots.

Agenda 6: Consideration of Appointment of the Company's Auditors for 2018 and Specification of Remunerations

The Chairman announced to the meeting that, under to the Public Limited Companies Act and Clause 51 of the Company's regulations, the annual general meeting of shareholders is required to appoint auditors for the Company and set auditors' remunerations every year. In doing so, the same auditors can be appointed repeatedly.

The Board of Directors approved the proposal made by the Audit Committee. Thus, it was deemed fitting to appoint the following auditors:

1. Mrs. Poonnard Paocharoen Certified Public Accountant 5238 (auditor for the 4th year)
or
2. Mr. Termphong Opanaphan Certified Public Accountant 4501 or
3. Miss Wilailak Laohasrisakul Certified Public Accountant 6140 or
4. Miss Vissuta Jariyathanakorn Certified Public Accountant 3853

Employed by EY Office Limited as the Company's auditors for 2018 at the auditing remunerations set by the Company, including auditing the Company's financial statements for the third quarter, to equal 1,120,000 baht (equal to for 2017) without other service fees.

The Chairman provided opportunities for shareholders to ask questions, but none of the shareholders had any questions to ask.

Resolution: The meeting took the matter under consideration and unanimously passed a resolution to appoint the auditors in the following list:

1. Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 (for the 4th year) or
2. Mr. Termphong Opanaphan Certified Public Accountant 4501 or
3. Miss Wilailak Laohasrisakul Certified Public Accountant 6140 or
4. Miss Vissuta Jariyathanakorn Certified Public Accountant 3853

Employed by EY Office Limited to be the Company's auditors for 2018 with the remunerations for auditing the Company, including auditing the Company's financial statements for the third quarter, to equal 1,120,000 baht (equal to for 2017) without other service fees. The resolution was passed with 17,422,760 of approval, 0 votes of disapproval, 0 vote abstentions and 0 bad ballots.

The Chairman informed the meeting that all meeting agenda items had been covered and invited shareholders intending to make additional inquiries or comments to do so. However, no shareholder made any inquiry.

The Chairman announced the voting outcomes for each agenda to the meeting and thanked Miss Nareerat Thitithanakulsiri, shareholder, on behalf of the Board of Directors for having witnessed the vote-counting process and then thanked all shareholders for having sacrificed their time to attend the meeting and for providing useful comments to the Company. Then the Chairman declared the meeting adjourned.

Meeting Adjourned: 2:00 pm.

Signed..... Meeting Chairman
(Miss Dalad Saphavichaikul)

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

Information of Nominated Person to be the Director

A Brief Personal Profile of Nominated Person

Name-Surname	1. Mrs. Supung Tangsujaritpant
Current Position	Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee
Director Type for Nomination	Director / Independent Director
Age	69 years
Education	- Vocational Education (Account)
IOD Certification Program	- Director Accreditation Program (DAP) Class 2/2003 - Advance Audit Committee Program (AACP) Class 15/2014 - Ethical Leadership Program (ELP) Class 13/2018
Experiences	- 1994 - 2008 Vice President, Saha-Union Public Company Limited - 2000 – May 2017 Director, Yunnan Energy Luliang-Union Cogeneration Company Limited - 2004 - 2010 Director, Union Textiles Industries Public Company Limited - 2013 - 2016 Audit Committee / Independent Director, Union Pioneer Public Company Limited - February 2014 - 2016 Nomination and Remuneration Committee, Union Pioneer Public Company Limited
Current Positions	Companies in SET - 2017 - Present Chairman of the Audit Committee / Independent Director, Nomination and Remuneration Committee, Union Plastic Public Company Limited Other Companies - None - Other Companies who possibly in Conflict of Interest - None -
Year of Directorship	2 years
The date on which the directors.	January 2017
No. of Shareholding in Company	-None- shares or 0%
No. of BOD Meeting Attendance	10/12
No. of Audit Committee Meeting Attendance	4/4
No. of Nomination and Remuneration Committee Meeting Attendance	2/2
No. of Shareholder Meeting	1 / 1
Year of Independent Director	2 years
Have or not having the interest in any characteristics with the Company, holding company,subsidiar, 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. Mrs. Chantorntree Darakananda
Current Position	Director
Director Type for Nomination	Director
Age	55 years
Education	- Doctor of Medicine, Chulalongkorn University - Executive MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
IOD Certification Program	- Director Accreditation Program (DAP) Class 5/2003
Experiences	- 1990 – February 2017 Director, Ladphrao Hospital Public Company Limited - 1994 – 2008 Deputy Managing Director, Union Industries Corp., Ltd. - 2002 – 2008 Deputy Managing Director, Union Thread Industries Co., Ltd. - 2002 – 2008 Director, Saha-Union Public Company Limited - 2002 – 2009 Director, Union Textile Industries Public Company Limited - 2002 – 2014 Director, Pro-Lab Co., Ltd. - 2009 – March 2017 Deputy Managing Director, Venus Thread Co., Ltd. - 2009 – March 2017 Deputy Managing Director, Union Zip Co., Ltd. - 2013 – September 2014 Director, Saha-Union Public Company Limited - September 2014 – 2016 Executive Vice President, Saha-Union Public Company Limited - May 2014 – March 2017 Director, The Royal Hotel Co., Ltd.
Current Positions	Companies in SET - June 2014 – Present Director, Union Plastic Public Company Limited - January 2015 – Present Director, Union Textile Industries Public Company Limited - May 2015 – Present Nomination And Remuneration Director, Union Textile Industries Public Company Limited - April 2015 – Present Director, Union Pioneer Public Company Limited - 2017 – Present President, Saha-Union Public Company Limited Other Companies - 2012 – Present Director, Union Sime Darby (Thailand) Co., Ltd. - April 2015 – Present Director, Computer Union Co., Ltd. - April 2015 – Present Director, Union Zojirushi Co., Ltd. - April 2015 – Present Director, Union Nifco Co., Ltd. - April 2015 – Present Director, Union Rubber Products Corp., Ltd. - April 2015 – Present Director, Thai Rubber Enterprise Co., Ltd. - April 2015 – Present Director, Union Stainless Steel Products Co., Ltd. - August 2015 – Present Director, The Sukhumvit 62 Medical Limited. - March 2016 – Present Director, Union Thai-Nichiban Co., Ltd. - March 2017 – Present Director, Union Zip Co., Ltd. - December 2017 – Present Director, KPN Healthcare Public Co., Ltd. - Present Director, Other Companies in Saha-Union Group Other Companies who possibly in Conflict of Interest -None-
Year of Directorship	4 years 6 months
The date on which the directors.	19 June 2014
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. Nanthiya Darakananda
Current Position	Director
Director Type for Nomination	Director
Age	50 years
Education	- Master's Degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University - Bachelor's Degree in Applied Physics, University of California, Davis, U.S.A.
IOD Certification Program	- Director Accreditation Program (DAP) Class 2/2003 - Director Certification Program (DCP) Class 212/2015
Experiences	- 1996 – September 2013 Director, Union Button Corp., Ltd.
Current Positions	Companies in SET - April 1993 – Present Director, Union Pioneer Public Company Limited - April 1996 – Present Director, Saha-Union Public Company Limited - April 1998 – Present Director, Union Plastic Public Company Limited Other Companies -None- Other Companies who possibly in Conflict of Interest -None-
Year of Directorship	20 years 8 months
The date on which the directors.	23 April 1998
No. of Shareholding in Company	-None- shares or 0%
No. of BOD Meeting Attendance	9/12
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 Nomination and Remuneration Committee |
| 4. | Miss Jutatip | Arunanondchai | Independent Director / Audit Committee |
| 5. | Mr. Thitivat | Suebsaeng | Acting Managing Director |
| 6. | Mr. Pongsak | Thiengviboonvong | 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 agent of the director of the applicant, major shareholder or shareholder with relation with the major shareholder.

(H) Not operating similar or significant competitive business to 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 characteristics that 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 Process for Nomination 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 (แบบ ข)
Proxy (Form B)**

เลขทะเบียนผู้ถือหุ้น เขียนที่
Shareholders' Registration No. Written at
วันที่.....เดือนพ.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 หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares with the voting rights of votes
 หุ้นบุริมสิทธิ - ไม่มี - หุ้น ออกเสียงลงคะแนนได้เท่ากับ - ไม่มี เสียง
preferred share shares with the voting rights of votes

3. ขอมอบฉันทะให้ / Hereby appoint

1. นางศุภางค์ ตั้งสุจริตพันธ์ ประธานกรรมการตรวจสอบ/กรรมการอิสระ อายุ 70 ปี
Mrs. Supung Tangsujaritpunt Chairman of the Audit Committee/Independent Director Age 70 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 60 ปี
Mr. Buncherd Tanglertpaibul Audit Committee/Independent Director Age 60 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 Code หรือ/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 หรือ/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 ในการประชุม
สามัญผู้ถือหุ้นประจำปี ครั้งที่ 26 ในวันที่พุธที่ 24 เมษายน 2562 เวลา 13.30 น. ณ ห้องประชุม ชั้น 9 อาคารสำนักงานใหญ่
บริษัท สหยูเนียน จำกัด (มหาชน) เลขที่ 1828 ถนนสุขุมวิท แขวงพระโขนงใต้ เขตพระโขนง กรุงเทพมหานคร หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 26th Annual General Meeting of Shareholders 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 or on the date and at the place as may be postponed or changed.

หมายเหตุ / Remarks :

กรรมการอิสระลำดับที่ 1 มีส่วนได้เสีย ในวาระที่ 5.1 พิจารณาเลือกตั้งกรรมการ และวาระที่ 5.3 พิจารณากำหนดค่าตอบแทนกรรมการ

Independent Director No.1, the beneficiaries in Agenda 5.1 Electing the Directors and Agenda 5.3 Authorizing the Directors' Remuneration.

กรรมการอิสระลำดับที่ 2 มีส่วนได้เสีย ในวาระที่ 5.3 พิจารณากำหนดค่าตอบแทนกรรมการ

Independent Director No.2 the beneficiaries in Agenda 5.3 Authorizing the Directors' Remuneration.

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 25

Agenda 1 Considering and Endorsing the Minutes of the 25th 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 พิจารณานุมัติงบดุลและบัญชีกำไรขาดทุน หรืองบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda 3 Considering and Endorsing the Balance Sheet and Statements of Profit and Loss or Financial Statements for the year ending December 31, 2018.

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

วาระที่ 4 พิจารณานุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2561

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

- 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. นางสาวกัญญา ตั้งสุจริตพันธ์
Mrs. Supung Tangujaritpant

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

2. นางจันทรรตรี ดารากานนท์
Mrs. Chantorntree Darakananda

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

3. นายนันทย๊ะ ดารากานนท์
Mr. Nanthiya Darakananda

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

การนับคะแนนเสียงในข้อ 5.1 ข้างต้น ถ้ามติที่ประชุมผู้ถือหุ้นใช้วิธีการเลือกตั้งกรรมการทั้งหมด จะนำคะแนนในข้อ (ข) 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 พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2562 และกำหนดเงินค่าตอบแทน

Agenda 6 Appointing the 2019 Auditors and Fixing the Remunerations.

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

วาระที่ 7 พิจารณานุมัติการแก้ไขข้อบังคับของบริษัทฯ ข้อ 33

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

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

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด 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

