

### บริษัท ไทยโพลีอะคริลิค จำกัด (มหาชน)



#### THAI POLY ACRYLIC PUBLIC COMPANY LIMITED

Thai Poly Acrylic Public Company Limited Notice of 36<sup>th</sup> Annual General Meeting

On April 23, 2020 at 10:00 hours

At S.D. Avenue Hotel, Pinklao Room, 3<sup>rd</sup> floor

Borom Rajchonni Road, Bangbumru Sub-district,

Bangplad District, Bangkok Metropolis

The shareholders and the proxies attending the meeting must bring the Notice of AGM together with the proxy for registration.

April 1, 2020

Subject: Invitation to the 36<sup>th</sup> Annual General Meeting of Shareholders

To : Shareholders of Thai Poly Acrylic Public Company Limited

Attachments: 1. Copy of the Minutes of the 35<sup>th</sup> Annual General Meeting of Shareholders held on April 24, 2019;

2. Annual Report for 2019;

3. Profiles of directors who are retiring by rotation and proposed to be re-elected;

4. Profiles of directors who are proposed to act as proxy for Shareholders;

5. Definition of Independent Directors as defined by the Stock Exchange of Thailand;

6. Company's Articles of Association regarding the Shareholders' Meeting;

Proxy Form A and B as specified by the Department of Business Development, Ministry of Commerce;

8. Documents and evidence showing the right to attend the Annual General Meeting of Shareholders:

9. QR Code downloading procedures for the Annual Report for 2019;

10. Announcement of COVID - 19 precaution policy; and

11. Map of the location of the meeting

The Board of Directors of Thai Poly Acrylic Public Company Limited has resolved to hold the 36<sup>th</sup> Annual General Meeting of Shareholders on April 23, 2020 at 10.00 hours at the S.D. Avenue Hotel, Pinklao Room, 3<sup>rd</sup> Floor, Borom Rajchonni Road, Bangbumru Sub-district, Bangplad District, Bangkok Metropolis, to consider the following items on the agenda:

Agenda Item 1: To consider and approve the Minutes of the 35<sup>th</sup> Annual General Meeting of Shareholders

held on April 24, 2019

The 34<sup>th</sup> Annual General Meeting of Shareholders was held at the S.D. Avenue Hotel, Jitlada Room, 2<sup>nd</sup> Floor, Borom Rajchonni Road, Bangbumru Sub-district, Bangplad District, Bangkok Metropolis, on April 24, 2019. The Minutes of the Meeting were prepared within 14 days following the day of the Annual General Meeting, and submitted to The Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law.

(Details as shown in copy of the Minutes of the Meeting as per attachment No.1)

Opinion of the Board: Resolved to propose, for consideration and approval by the Annual General Meeting of Shareholders, the Minutes of the 35<sup>th</sup> Annual General Meeting of Shareholders held on April 24, 2019.

#### Agenda Item 2: <u>To report the Company's Business Performance for the year 2019</u>

The Company has summarized its Business Performance for the year 2019.

(Details as shown in Annual Report for 2019 as per attachment No. 2)

Opinion of the Board: Resolved to report the Company's Business Performance for the year 2019 to the Annual General Meeting of Shareholders.

## Agenda Item 3: <u>To consider and approve the Financial Statements for the fiscal year ended December</u> 31, 2019

The Financial Statements for the fiscal year ended December 31, 2019 consist of the statement of financial position and the statement of comprehensive income, which have been audited by a certified auditor, as shown in the Annual Report for 2019, and distributed to the shareholders together with this Notice of Shareholders' Meeting as per attachment No. 2.

Opinion of the Board: Resolved to propose, for consideration and approval by the Annual General Meeting of Shareholders, the Financial Statements for the fiscal year ended December 31, 2019.

## Agenda Item 4: To consider and approve the appropriation of profit and the payment of dividends for the year 2019

The Company has allocated the legal reserve of ten percent of the registered capital in accordance with Section 116 of the Public Limited Companies Act B.E. 2535. Therefore, the Company is not required to set aside additional legal reserve.

It is the Company's policy to distribute dividends at a rate as approved by the shareholders on a case-by-case basis.

The Company has proposed that the dividends for the year 2019 be paid at Baht 0.45 per share for the 121,500,000 shares, totaling Baht 54,675,000. The dividend for the year 2019 will be paid from retained earnings which are subject to corporate income tax of 20%. Individual shareholders shall be entitled to a tax credit in accordance with Section 47 bis of the Revenue Code.

Details of dividend payment for the year 2019 can be summarized as follows:

Retained earnings	Corporate income tax rate	Dividend (Baht/share)	Amount (THB)
Year 2019	20%	0.45	54,675,000

The Board has fixed the record date on May 7, 2020 for determining the Shareholder's right to receive the dividends and closed the share register book for collecting shareholders names in accordance with Section 225 of the Securities and Exchange Act and fixed the date of dividend payment on May 21, 2020.

(Details of dividend payment as shown in the Financial Statements as part of the Annual Report for 2019, as per attachment No. 2)

Below is the comparison with dividend payment of the previous year:

Dividend Distribution	2018	2019
1. Net profit (Baht)	(39,063,110)	33,050,213
2. Number of shares (share)	121,500,000	121,500,000
3. Dividend per share (Baht/share)	0.45	0.80
4. Total paid dividends (Baht)	54,675,000	54,675,000

Opinion of the Board: Resolved to propose, for consideration and approval by the Annual General Meeting of Shareholders, the appropriation of profit and the payment of dividend for the year 2019 of Baht 0.45 per share for 121,500,000 shares, totaling Baht 54,675,000. The dividend for the year 2019 will be paid from retained earnings which are subject to corporate income tax of 20%. Individual shareholders shall be entitled to a tax credit in accordance with Section 47 bis of the Revenue Code.

And resolved to fix the record date on May 7, 2020 for determining the Shareholders' right to receive the dividends and will close the share register book for collecting shareholders names in accordance with Section 225 of the Securities and Exchange Act and fixed the date of dividend payment on May 21, 2020.

# Agenda Item 5: To consider and approve the appointment of the auditor and the auditor's remuneration for the year 2020

The Audit Committee has considered and selected EY Office Limited, the former auditor, as the Company's auditor for the year 2020 as EY Office Limited has professional standards, independence and has performed effectively with the Company's staff. EY Office Limited has assigned any one of the following persons to act as the Company's auditor:

Miss Supannee Triyanantakul Certified Public Accountant (Thailand) No. 4498, or
 Mr. Preecha Arunnara Certified Public Accountant (Thailand) No. 5800, or
 Miss Watoo Kayankannavee Certified Public Accountant (Thailand) No. 5423

Miss Watoo Kayankannavee, who has served as the Company's auditor for 5 years (since 2015), had been assigned to be in charge of the audit and to express an opinion on the Company's Financial Statements. In the event Miss Watoo Kayankannavee is unable to perform her duties, Miss Supannee Triyanantakul or Mr. Preecha Arunnara will perform the audit and express an opinion on the Company's Financial Statements in her place.

The auditor's remuneration for the year 2020 will be fixed at Baht 1,480,000 (2019: Baht 1,290,000). There are no other service fees. Out-of-pocket expenses such as travelling expenses, fax and photocopying charges will be charged to the Company at actual cost.

Details of Remuneration	2019	2020
The auditor's remuneration	Baht 1,290,000	Baht 1,480,000

The auditors whose names are proposed have no relationship and/or interest with the Company/the executives/the major shareholders, or any of their related parties whatsoever.

Opinion of the Board: Resolved to propose, for consideration and approval by the Annual General Meeting of Shareholders, the appointment of any one of the following persons of EY Office Limited as the Company's auditor for the year 2020:

1. Miss Supannee Triyanantakul

Certified Public Accountant (Thailand) No. 4498, or

2. Mr. Preecha Arunnara

Certified Public Accountant (Thailand) No. 5800, or

3. Miss Watoo Kayankannavee

Certified Public Accountant (Thailand) No. 5423

Miss Watoo Kayankannavee had been assigned to be in charge of the audit and to express an opinion on the Company's Financial Statements. In the event Miss Watoo Kayankannavee is unable to perform her duties, Miss Supannee Triyanantakul or Mr. Preecha Arunnara will perform the audit and express an opinion on the Company's Financial Statements in her place.

The auditor's remuneration for the year 2020 will be fixed at Baht 1,480,000. There are no other service fees. Out-of-pocket expenses such as travelling expenses, fax and photocopying charges will be charged to the Company at actual cost.

Agenda Item 6:

To consider and elect directors in place of those who are retiring by rotation

At the Annual General Meeting of Shareholders in 2020, one-third of directors must retire by rotation according to the Company's Articles of Association, Section 4 Article 22 reading as follows:

"At every Annual General Meeting of Shareholders, the directors shall retire from office at the rate of one-third. If the number of directors is not divisible by three, the number closest to one-third shall retire.

Directors to retire from office in the first year and second year after the registration of the Company are determined by a draw. For the following years, directors having been in office for the longest time shall be the persons to retire from office.

Directors who retire by rotation according to this Article may be re-elected."

The directors who retire by rotation at this Annual General Meeting of Shareholders are:

1. Dr. Benjamin James Harris Chairman of the Board of Directors

2. Mr. Shinya Yano Executive Director

3. Mr. Jetsada Wongwatanasin Independent Director/Member of Audit Committee/

Member of Nomination and Remuneration Committee

All 3 directors were willing to accept re-election for another term.

In order to comply with good corporate governance principles, the Company disclosed an announcement on the Company's website inviting the shareholders to nominate qualified persons to serve as the Company's directors from 2 December 2019 to 2 February 2020. However, there was no director candidate nominated by any shareholder.

The Board of Directors by suggestion of the Company's Nomination and Remuneration Committee found that the above two directors were highly qualified, with experiences valuable to the Company's business operations as well as to the shareholders. Therefore, it would be appropriate to propose to the 36<sup>th</sup> Annual General Meeting of Shareholders to re-elect the above three directors for another term.

(Profiles of directors who are retiring by rotation and proposed to be re-elected enclosed as attachment No. 3)

Opinion of the Board: Resolved to propose for consideration and approval by the Annual General Meeting of Shareholders, re-election of the following directors who are retiring by rotation for another term:

1. Dr. Benjamin James Harris Chairman of the Board of Directors

2. Mr. Shinya Yano Executive Director

3. Mr. Jetsada Wongwatanasin Independent Director/Member of Audit Committee/

Member of Nomination and Remuneration Committee

#### Agenda Item 7: <u>To consider and approve the remuneration of Directors for the year 2020</u>

The Board of Directors by suggestion of the Nomination and Remuneration Committee has considered and found appropriate that the remuneration of Directors for the year 2020 be

fixed at the rate as set forth in the table below. The remuneration of Directors will be increased but the meeting allowances for the Chairman of sub-committee and the Independent Directors were remained the same rate:

Remuneration	2019	2020
1. Remuneration of	(per person/ year)	(per person/ year)
- Chairman of Audit Committee	Baht 437,000	Baht 460,000
- Independent Directors	Baht 437,000	Baht 460,000
2. Meeting Allowance of Sub-Committee	(per person/meeting)	(per person/meeting)
- Chairman of Audit Committee	Baht 10,000	Baht 10,000
- Chairman of Sub-Committee	Baht 10,000	Baht 10,000
- Independent Directors	Baht 8,000	Baht 8,000

The Board of Directors has set the guidelines and procedures for the determination of remuneration as disclosed in the Annual Report for 2019, under the section of Corporate Governance, item No. 5.7 re: Remuneration of Directors.

Opinion of the Board: The Board resolved to propose, for consideration and approval by the Annual General Meeting of Shareholders, the remuneration of Directors for the year 2020 be fixed at the rate as set forth in the table above.

Agenda Item 8: Consideration of other business (if any)

Respectfully yours,

(Mr. Rakchai Sakulteera)

Managing Director

The Board of Directors has fixed the record date on March 11, 2020 for determining the Shareholders' right to attend the 36<sup>th</sup> Annual General Meeting of Shareholders and closed the share register book for collecting shareholders names in accordance with Section 225 of the Securities and Exchange Act and fixed the record date on May 7, 2020 for determining the Shareholders' right to receive the dividends and will close the share register book for collecting shareholders names in accordance with Section 225 of the Securities and Exchange Act and fixed the date of dividend payment on May 21, 2020.

You are cordially invited to attend the Meeting on the specified date, time and place. Registration to attend the 36<sup>th</sup> Annual General Meeting of Shareholders will begin at 09.00 hours. For shareholders who are not able to attend the Meeting and wish to appoint a proxy, please do so by submitting the enclosed Proxy form as per attachment No. 7.

Besides, ongoing situation of Covid-19 outbreak with concerned to the Shareholders. For Shareholders' right and benefit, in case the Shareholders are not able to attend the Meeting, may appoint the Managing Director or Independent Directors of the Company as their proxy to cast votes on their behalf can consult the list of names and profiles of Directors, as per attachment No. 4.

#### The 35<sup>th</sup> Annual General Meeting of Shareholders

of

### Thai Poly Acrylic Public Company Limited

#### Date, Time and Venue

The meeting was held on April 24<sup>th</sup>, 2019 at 10.00 a.m. at the S.D. Avenue Hotel, Jitlada Room, 2<sup>nd</sup> Floor, Borom Rajchonni Road, Bangbumru Sub-district, Bangplad District, Bangkok Metropolis.

As Chairman of the Board of Directors could not attend the event, the meeting elected Mr. Suchitr Srivetbodee to act as the Chairman of the meeting.

The Chairman called the meeting to order and introduced the attending directors, management and invitees to the meeting.

#### **Attending Directors**

1	. Mr. Suchitr Srivetbodee	Deputy Chairman of the Board of Directors
2	. Mr. Rakchai Sakulteera	Deputy Managing Director/ Company secretary
3	. Mr. Anuphan Kitnitchiva	Independent Director/Chairman of Audit Committee
4	. Mr. Jan Dam Pedersen	Independent Director/Member of Audit Committee/Chairman of
		Nomination and Remuneration Committee
5	. Mr. Jetsada Wongwatanasin	Independent Director/Member of Audit Committee/Member of
		Nomination and Remuneration Committee
6	. Mr. Adam Jonathan Sloan	Non-Executive Director

#### Not attending Directors

1. Mr. Benjamin James Harris	Chairman of the Board of Directors
2. Mr. Christian Moller Laursen	Non-Executive Director
3. Ms. Caroline Prior	Non-Executive Director

#### Attending management

1.	Mr. Thanawat Kulprasetrat	Human Resource/Legal Manager
2.	Mr. Thanetr Khumchoedchoochai	Logistic Manager
3.	Mr. Pongsin Muangsri	SHE Manager & QMR/OH & SMR
4.	Ms. Surawadee Leethaweekul	Finance and Accounting Manager

#### Legal Consultant

Mr. Surat Chandkaew

Shareholders and votes count reviewer

#### Representative from Law firm PriceSanond Limited

Ms. Sunisa Vorathanyakii

Legal counsel

Ms. Phannarat La-ongmanee

Legal counsel

#### Representative from EY Office Limited

Ms. Watoo Kayankannavee

Auditor, a Certified Public Accountant No. 5423

Ms. Amaraphorn Janujinsophon

Auditor

#### Company's Secretary

Mr. Rakchai Sakulteera

Company Secretary

#### Voting procedure

Before the meeting commenced, Chairman notified the meeting of the voting procedure whereby one share equals one vote and the meeting would be proceeded on the respective agenda without any addition to the agenda items. Voting in the resolution proposed for consideration and approval in each agenda would be casted by marking "Cross" in the voting card provided. The voting card contained color boxes for vote casting as detailed below.

Green Box

means

Approve

Red Box

means

Not Approve

Yellow Box

means

Abstain

#### Voting result and conclusion of the resolution

In each agenda required vote casting for resolution, Chairman would notify the shareholders or proxy of the shareholders to cast the vote in the voting card.

Chairman notified the meeting of the meeting attendees as follows:

- 6 directors from a total number of directors of 9 persons which accounted for 66.67%
- 44 shareholders (including those came in during the meeting), holding an aggregate number of 103,735,210 shares from a total 121,500,000 shares, which accounted for 85.38% of total issued shares

 12 self-attending shareholders, holding an aggregate number of 361,500 shares, which accounted for 0.30 %

32 proxies, holding an aggregate number of 103,373,710 shares, which accounted for 85.08%

This constituted a quorum required by the Company's Article of Association, certified by Mr. Surat Chandkaew, Legal Consultant of the Company. The Chairman declared the meeting open. The meeting was proceeded with the business on the agenda as follows:

Agenda Item 1: To consider and approve the Minutes of the 34<sup>th</sup> Annual General Meeting of Shareholders held on April 27, 2018

Chairman informed the meeting that the 34<sup>th</sup> Annual General Meeting of Shareholders was held at the Royal City Hotel, Bangkok Noi Room 1, 3<sup>rd</sup> Floor, Borom Rajchonni Road, Bangbumru Sub-district, Bangplad District, Bangkok Metropolis on April 27, 2018. The Minutes of the Meeting was prepared within 14 days following the day of the Annual General Meeting, and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law.

Opinion of the Board: The Board agreed to propose, for consideration and approval by the Annual General Meeting of Shareholders, the minutes of the 34<sup>th</sup> Annual General Meeting of Shareholders held on April 27, 2018.

Then, the Chairman let the shareholders ask questions. The Chairman of the meeting answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

Why did the Company sustain loss in the past year?

Chairman:

The Company was facing two problems during the period:

- The Company lost major customers in the market of two key industries: refrigerators and automobiles or accessories. And in 2016, the Company lost customers which caused the Company to lose revenue from over 2,000 tons of production.
- 2. From late 2016 to late 2018, the price of the Company's main raw material (Methyl Methacrylate or MMA) increased continuously from US\$1,600 per ton to US\$2,600 per ton. Consequently, the cost went up but the Company could not increase the selling price in line with the raw material cost, so it eventually led to the financial loss.

The Company was not at ease. It has been trying to find ways to solve the problem, including by adding new products to replace the goods for which the Company has lost customers.

A shareholder:

For 2019, how will the Company perform?

Chairman:

The production costs of some products have started to decrease and are likely to continue dropping. This will allow the Company to gain higher profits. Moreover, the Company has found more industrial customers in the refrigerator industry. As for the automobiles or accessories industry, the Company is still gaining good profits. However, due to higher competition in the market, the Company needs to keep maintaining the situation, solve problems and improve further.

A shareholder:

Chairman:

In the first quarter of 2019, how is the financial outlook of the Company? Is it profitable? As mentioned above, the Company has maintained its financial status through the current situation. The financial outlook for the first quarter is thus stagnant.

Regarding profits in 2019, the Chairman could not disclose such information to the shareholders as it might be considered a breach of ethics.

A shareholder:

Why couldn't the prospective Managing Director (Mr. Tamotsu Tamaki) take up the position?

Chairman:

Mr. Tamotsu Tamaki could not take up the position of Managing Director of the Company because of health issues. As a result, Mr. Tamotsu Tamaki also resigned from all positions in the affiliated companies.

A shareholder:

Chairman:

Is the Company likely to appoint a new Director to replace the former Director?

The Company has now appointed Khun Rakchai Sakulteera as Deputy Managing Director and acting Managing Director, and has executed a contract to hire Khun Suchitr Srivetbodee as a consultant for the preparation of a business improvement plan called Business Review. The Company has also set up a team from overseas to participate in this new Business Review.

A shareholder:

Over the next three years, can the Company give the shareholders any hope? For example, in the domestic and foreign markets, we would like to know the ratio between domestic and foreign sales. Moreover, does the price of crude oil affect the price of MMA?

Chairman:

Regarding sales, the Company normally prepares a business plan every 5
 years. However, due to the market situations and internal change within the

organization, the Company and its parent company overseas considered it necessary to prepare the Business Review in order to restore and find ways for the Company to gain higher profits. The process should be completed within the third quarter of this year.

Regarding the price of MMA, from my over 30 years of experience in this business, the price of MMA does not move in line with the oil price only; there may be other factors which affect changes in the price, unlike the prices of other kinds of polymer which clearly move in line with the oil price.

#### A shareholder:

Why did the Company lose so many customers who are refrigerator manufacturers, leading to the financial loss? The shareholders remember that the profit margin of products sold to refrigerator manufacturers is not high, compared to the production costs. In addition, the sales volumes in 2017 and 2018 were not much different and the Company also sold some land. Why did the Company still sustain a great loss? If only sales in 2017 and 2018 were compared, the sales quantity slightly dropped by only 200-300 tons. However, the cause of the loss was production costs, mainly MMA. The Company could not increase the selling price in accordance with the higher price

of MMA. As a result, the gross profit went down from 6% to 4%. Also, the Company

faced competition in the market.

#### Chairman:

In respect of extrusion products used in the manufacturing of refrigerators, the Company used to see that the profit from sales of such products was not so high compared to other products of the Company. However, despite the low profit margin, the order volumes are high. After the Company had lost customers in the refrigerator market, the Company was not at ease. It has been trying to find new products as replacements, but building new markets takes time and requires working teams to cooperate and solve problems and create the markets for new products to compensate for the loss of customers in the refrigerator industry.

#### Resolution:

The meeting passed a resolution adopting the minutes of the 34<sup>th</sup> Annual General Meeting of Shareholders held on April 27, 2018. The voting result was as follows:

Approved	103,492,110	Votes	accounted for	99.77 %
Not approved	0	Votes	accounted for	0 %
Abstained	243,100	Votes	accounted for	0.23 %
Total	103,735,110	Votes	accounted for	100_%

### Agenda Item 2: To report the Company's Business Performance for the year 2018

The Chairman of the meeting summarized the problems and current situation for the shareholders as follows:

- The problems were caused by vulnerable economic situations in both domestic and foreign markets, with high competition and the market of recycled materials as new competitor. This has caused great disruption in the foreign markets.
- 2. The problems were caused by the rise of raw material price from approximately US\$1,600 to US\$2,600.
- 3. The problems were caused by the change in exchange rate from THB 33 to THB 31, which significantly affected the exports.
- 4. There was a delay in the launch of new products, leading to the inability to meet the targets.

Chairman informed the meeting of the business performance of 2018 as follows:

		2018	2017	2016
Revenue	(Million Baht)	1,167.46	1,275.33	1,047.04
Cost of goods sold	(Million Baht)	1,097.35	1,056.30	828.65
Sales and administrative expense	(Million Baht)	119.30	140.25	131.47
Net income	(Million Baht)	(39)	62.84	69.35
Earnings per share	(Baht)	(0.32)	0.52	0.57
Number of shares	(Million Baht)	121.50	121.50	121.50
Assets	(Million Baht)	889.54	978.69	985.98
Liabilities	(Million Baht)	355.89	369.12	317.75
Shareholders' equity	(Million Baht)	533.66	609.57	668.23
Book values per share	(Baht)	4.39	5.02	5.49

For the operating result of 2018, revenue was at Baht 1,167.46 million (Baht 1,275.33 million in 2017). Therefore, the Company's revenue was decreased from the last year by Baht 107.87 million or 8.46%.

The Company's net loss in 2018 was Baht 39 million (Net earnings after taxes were Baht 62.84 million in 2017), which was Baht 101.90 million (or 162.17 %) decreased from the previous year.

In 2018, book value price per share was Baht 4.39 compared to the year 2017 which was Baht 5.02 per share.

Opinion of the Board:

The Board approved to report the Company's Business Performance for the year 2018 to the Annual General Meeting of Shareholders.

Then, the Chairman let the shareholders ask questions. The Chairman of the meeting answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

How was the total sales volume in 2016? What's the difference between then and now,

approximately?

Chairman:

I am not sure about the exact number, but it should not differ much from the current sales. Nevertheless, compared with before 2016, the difference is quite large, i.e.

approximately a little over 2000 tons.

The Chairman added that the Company, the Board of Directors and every member of the management team had been using their best efforts and closely observing the situations. The Board of Directors has continued to have meetings on a quarterly basis and tried to find the roots of the problems and solutions in order to solve the current situations, as well as discussed about future performance so that the Company's performance will be as good as before.

Resolution:

The meeting acknowledged the company's business performance of 2018.

Agenda Item 3:

To consider and approve the Financial Statements for the fiscal year ended December 31, 2018

The Financial Statements for the fiscal year ended December 31, 2018 consist of the statements of financial position and the statement of comprehensive income, which have been audited by a certified public accountant, as shown in the Annual Report for 2018.

Opinion of the Board: The Board agreed to propose, for consideration and approval by the Annual General Meeting of Shareholders, the Financial Statements for the fiscal year ended December 31, 2018.

Then, the Chairman let the shareholders ask questions, and the Chairman answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

In Note 16 of the financial statements, what does the term "Assets - Deferred Income Tax" come from?

Khun Rakchai:

"Deferred Income Tax" arises from the difference of recording transaction following the accounting standard of tax. Normally, the Company would calculate taxes in accordance with the accounting principles. However, when some certain expenses arise or the tax benefits from the loss, they can't calculate and proceed the transaction record for the taxation. Moreover, since now the Company is sustaining loss, if it gains profit in the future, the Company may offset this amount against the tax payable.

Resolution:

The meeting passed a resolution approving the Financial Statements for the fiscal year ended 31 December 2018. The voting result was as follows:

Approved	103,540,210 Votes	accounted for	99.81 %
Not approved	0 Votes	accounted for	0 %
Abstained	195,000 Votes	accounted for	0.19 %
Total	103,735,210 Votes	accounted for	100 %

Agenda Item 4:

To consider and approve the appropriation of profit and the payment of dividends for the year 2018.

The Company has fully allocated legal reserve of ten percent of the registered capital in accordance with Section 116 of the Public Limited Companies Act B.E. 2535. Therefore, the Company was not required to set aside additional legal reserve. It was the Company's policy to distribute dividends at a rate as approved by the shareholders on a case-by-case basis.

For dividend payment consideration for the year 2018, the Company proposed dividend payment of Baht 0.45 per share for 121,500,000 ordinary shares, for a total consideration of Baht 54,675,000. The dividend payment for the year 2018 will be paid from retained earnings which applied 20% of corporate income tax. Shareholders who are individuals can refund their tax credit according to Section 47 Bis of the Revenue Code. Details of dividend payment for the year 2018 can be summarized as follows:

Retained earnings	Corporate income tax rate	Dividend (Baht/share)	Amount
Year 2018	20%	0.45	54,675,000
Total		0.45	54.675.000

The Board of Directors fixed the record date on 7 May 2019 for the rights to receive dividends and to close the share register book for collecting shareholders' names in accordance with Section 225 of the Securities and Exchange Act and to fix the date of dividend payment on 21 May 2019.

Below is the comparison with dividend payment of the previous year:

Dividend Distribution	2018	2017
1. Net profit (loss) (Baht)	(39,063,110)	62,836,821
2. Number of shares (share)	121,500,000	121,500,000
3. Dividend per share (Baht/share)	0.45	0.80
4. Total paid dividends (Baht)	54,675,000	97,200,000

#### Opinion of the Board:

The Board agreed to propose the Annual General Meeting of Shareholders to consider and approve the appropriation of profit and the payment of dividend for the year 2018 of Baht 0.45 per share for 121,500,000 shares, totaling Baht 54,675,000. The dividend for the year 2018 will be paid from retained earnings which are subject to corporate income tax of 20%. Individual shareholders shall be entitled to a tax credit in accordance with Section 47 bis of the Revenue Code. Details of dividend payment for the year 2018 can be summarized as follows:

Retained earnings	Corporate income tax rate	Dividend (Baht/share)	Amount
Year 2018	20%	0.45	54,675,000
Total		0.45	54,675,000

The Board of Directors fixed the record date on 7 May 2019 for the rights to receive dividends and to close the share register book for collecting shareholders' names in accordance with Section 225 of the Securities and Exchange Act and to fix the date of dividend payment on 21 May 2019.

Then, the Chairman let the shareholders ask questions. The Chairman of the meeting answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

I am grateful for the Board of Directors' declaration of dividend. Next year, if the

Company continues to sustain loss like last year, will it be able to pay dividend?

Chairman:

The meeting of the Board of Directors has considered and decided that the Company's financial status and liquidity are still good and it still has business plans which can maintain the status no matter how bad the situations may be. The Board of Directors believes that the Company should be able to pay dividend. Anyway, we will need to keep monitoring the market situations and the Company's business performance next year.

A shareholder:

Out of 100% of the selling costs, what is the percentage of raw material costs?

Answer:

The costs must be separated into two parts. Normally, the cost of cast acrylic sheets is about 70%. Pressed sheets, on the other hand, involve the machines quite a lot, so the raw material costs are higher than cast sheets.

A shareholder:

Chairman:

If the cost of MMA is decreased by 1%, how many % will the Company's profit increase? In the Company's business, not only costs but also other factors must be taken into consideration, such as the competitors' response, i.e. how the competitors deal with the situation, etc.

A shareholder:

What is the management's opinion about the current competitive environment? Is there any possibility that the Company could increase the selling prices?

Chairman:

If the raw material prices go down, the Company believes that it will gain profit, so price increase is unlikely to be possible.

Resolution:

The meeting passed a resolution approving the appropriation of profit and the payment of dividends for the year 2018 as proposed. The voting result was as follows:

Approved	103,720,210	Votes	accounted for	99.99 %
Not approved	0	Votes	accounted for	0 %
Abstained	15,000	Votes	accounted for	0.01 %
Total	103,735,210	Votes	accounted for	100 %

Agenda Item 5:

To consider and approve the appointment of the auditor and the auditor's remuneration for the year 2019

The Audit Committee has considered and selected EY Office Limited, the former auditor, as the Company's auditor for the year 2019 as EY Office Limited has professional standards, independence and has performed

effectively with the Company's staff. EY Office Limited has assigned any one of the following persons to act as the Company's auditor:

1. Miss Supannee Triyanantakul Certified Public Accountant (Thailand) No. 4498, or 2. Mr. Preecha Arunnara Certified Public Accountant (Thailand) No. 5800, or 3. Miss Watoo Kayankannavee Certified Public Accountant (Thailand) No. 5423

Miss Watoo Kayankannavee, who has served as the Company's auditor for 4 years (since 2015), had been assigned to be in charge of the audit and to express an opinion on the Company's Financial Statements. In the event Miss Watoo Kayankannavee is unable to perform her duties, Miss Supannee Triyanantakul or Mr. Preecha Arunnara will perform the audit and express an opinion on the Company's Financial Statements in her place.

The auditor's remuneration for the year 2019 would be fixed at Baht 1,290,000 which remains unchanged from the year 2018. There are no other service fees, Out-of-pocket expenses such as travelling expenses, fax and photocopying charges will be charged to the Company at actual cost. None of other expenses will be additionally charged.

The auditors whose names are proposed have no relationship and/or interest with the Company/ the executives/ the major shareholders, or any of their related parties whatsoever.

Opinion of the Board: The Board agreed to propose for consideration and approval by the Annual General Meeting of Shareholders, the appointment of any one of the following persons of EY Office Limited as the Company's auditor for the year 2019:

- 1. Miss Supannee Triyanantakul Certified Public Accountant (Thailand) No. 4498, or
- 2. Mr. Preecha Arunnara Certified Public Accountant (Thailand) No. 5800, or
- 3. Miss Watoo Kayankannavee Certified Public Accountant (Thailand) No. 5423

Miss Watoo Kayankannavee had been assigned to be in charge of the audit and to express an opinion on the Company's Financial Statements. In the event Miss Watoo Kayankannavee is unable to perform her duties, Miss Supannee Triyanantakul or Mr. Preecha Arunnara will perform the audit and express an opinion on the Company's Financial Statements in her place.

The Board also agreed to propose for consideration and approval by the Annual General Meeting of Shareholders, the auditor's remuneration for the year 2019 at Baht 1,290,000. There are no other service fees. Out-of-pocket expenses such as travelling expenses, fax and photocopying charges will be charged to the Company at actual cost.

The Chairman of the meeting added that besides building or restoring the better performance, the Company also focused on transparency policies. All Directors participated in the giving of opinions and the preparation of the transparency policies, establishing an anti-corruption policy in line with the criteria of the stock market and the principle of good governance. The Company has been certified by the Collective Action against Corruption (CAC) that the Company has an internal anti-corruption policy and practice, as well as a Whistle Blowing system in which every member of staff in the Company has the right to report if they see any member of the management or staff violate any regulation or involve in any corruptive act.

Then, the Chairman let the shareholders ask questions. The Chairman of the meeting answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

In 2019, how will the Company regain its potential to respond to higher competition?

Chairman:

The Company has two plans. Firstly, on the part of the press system, the Company plans to increase revenue from customers in the automotive industry, which is the main customer base next to refrigerator manufacturers which the Company has just lost.

Secondly, in addition to Standard APS sheets, the Company expects to be able to develop its goods into goods with added value, because now the government is in the process of issuing a new law encouraging passenger or public transport vehicles to contain ABS plastic or non-flammable plastic. Consequently, the Company expects those goods to be one of its future goods.

As for acrylic, the Company needs to find ways to reduce costs and add new lines of products, and also implement new marketing channels, such as direct sales or selling to project customers where buyers require quality assurance.

A shareholder:

Regarding the reserve of long-term benefits for employees which will be increased by THB 6.2 million, how will we know the measure?

Chairman:

We expect to know it from the government in the second quarter.

A shareholder:

In what aspects could the Company improve?

Chairman:

The current economic situation has caused the market to grow at a slower rate than the past. Besides, competition among manufacturers has dramatically increased. The Company's loss of refrigerator manufacturers as its customers is considered quite a great

loss with strong impact. As a result, the Company has a plan to restore its former level of operational performance within 1-2 years. This may take some time. The Company also plans to launch at least 2-3 new products each year. That is the current plan. Despite some delay, the Company is hurriedly solving the problems. Moreover, the Company is trying to adjust the overall image of its goods so that it could maintain the appropriate market share and profitability in the future.

A shareholder:

How can the Company increase sales?

Chairman:

The Company is in the process of adjusting the plans to be suitable for sales increase and competition in the market.

Resolution:

The meeting passed a resolution approving the appointment of the auditor and the auditor's remuneration for the year 2018. The voting result was as follows:

Approve	103,720,110	Votes	accounted for	99.99 %
Not	0	Votes	accounted for	0 %
Abstaine	15,100	Votes	accounted for	0.01 %
Total	103,735,210	Votes	accounted for	<u>100 %</u>

Agenda Item 6:

To consider and elect directors in place of those who are retiring by rotation

At the Annual General Meeting of Shareholders in 2019, one-third of directors must retire by rotation according to the Company's Articles of Association, Section 4 Article 22 reading as follows:

"At every Annual General Meeting of Shareholders, the directors shall retire from office at the rate of one-third. If the number of directors is not divisible by three, the number closest to one-third shall retire.

Directors to retire from office in the first year and second year after the registration of the Company are determined by a draw. For the following years, directors having been in office for the longest time shall be the persons to retire from office.

Directors who retire by rotation according to this Article may be re-elected."

The directors who retire by rotation at this Annual General Meeting of Shareholders are:

1. Mr. Rakchai Sakulteera Deputy Managing Director and Financial Director/Company secretary/

Acting Managing director

2. Mr. Anuphan Kitnitchiva Chairman of Audit Committee, Independent Director

3. Ms. Caroline Prior Non-Executive Director, a member of Nomination and Remuneration

Committee

Ms. Caroline Prior had expressed her intention not to stand for re-election as Director with effect from 24 April 2019.

In order to comply with good corporate governance principles, the Company disclosed an announcement on the Company's website inviting the shareholders to nominate qualified persons to serve as the Company's directors from 11 December 2018 to 12 February 2019. However, there was no director candidate nominated by any shareholder.

The Board of Directors by suggestion of the Company's Nomination and Remuneration Committee has nominated and selected qualified candidates in accordance with the criteria and the nomination process disclosed in the Annual Report for 2018, under the section of Management, item No. 2 re: Directors and Management Selection and the section of Corporate Governance, item No. 5.3 re: Qualifications of Directors.

Based on the mentioned criteria and process as well as past performance as Director, the Board of Directors by suggestion of the Company's Nomination and Remuneration Committee found that Mr. Dai Oyama who was nominated for consideration of appointment of a director of the Company was highly qualified, with experiences valuable to the Company's business operations as well as to the shareholders. Therefore, it would be appropriate to propose to the 35<sup>th</sup> Annual General Meeting of Shareholders to appoint Mr. Dai Oyama as a director to replace Ms. Caroline Prior to be effective as of 24 April 2019.

The following directors were willing to accept re-election for another term:

1. Mr. Rakchai Sakulteera Deputy Managing Director and Financial Director/Company secretary

2. Mr. Anuphan Kitnitchiva Independent Director, Chairman of Audit Committee

In 2018, the two directors attended all Board of Directors meetings (4 times) and all Audit Committee meetings (4 times).

The Board of Directors by suggestion of the Company's Nomination and Remuneration Committee found that the above two directors were highly qualified, with experiences valuable to the Company's business operations as well as to the shareholders.

Therefore, it would be appropriate to propose to the 35<sup>th</sup> Annual General Meeting of Shareholders to re-elect the above two directors for another term.

In addition, Mr. Kulvech Janvatanavit, an Independent Director, a member of Audit Committee and Nomination and Remuneration Committee and Mr. Tamotsu Tamaki, Executive Director (who was appointed as the Managing Director, effective from 1 April 2019) have resigned from the directorship and all positions in the Company. Therefore, the Board has appointed directors and Deputy Managing Director to replace the resigned directors having details as follows:

- Appointment of Mr. Jetsada Wongwatanasin as an Independent Director, The Audit Committee and Nomination and Remuneration Committee being effective from 22 February 2019, to replace Mr. Kulvech Janvatanavit who resigned from his positions, the Board of Directors found that Mr. Jetsada Wongwatanasin could be able to provide independent opinion and his qualification is in accordance to relevant law and regulations;
- 2. Appointment of Mr. Adam Jonathan Sloan as a Non-Executive Director to replace Mr. Tamotsu Tamaki, being effective from 21 March 2019; and
- 3. Appointment of Mr. Rakchai Sakulteera as Deputy Managing Director and Acting Managing Director until further notice.

Opinion of the Board: Resolved to propose for consideration and approval by the Annual General Meeting of Shareholders as follows:

 Approved to propose re-election of the following directors, who are retiring by rotation, for another term:

Mr. Rakchai Sakulteera Executive Director, Financial Director

and Company Secretary

Mr. Anuphan Kitnitchiva Independent Director, Chairman of Audit

Committee

2. Acknowledgement of retirement by rotation from the Board of Directors and intention not to stand for re-election of Ms. Caroline Prior with effect from 24 April 2019 and approval to propose appointment of Mr. Dai Oyama as a Non-executive Director and Nomination and Remuneration Committee replacing Ms. Caroline Prior with effect from 24 April 2019.

- Acknowledgement of resignation of Mr. Kulvech Janvatanavit and appointment of Mr. Jetsada Wongwatanasin as an Independent Director, a member of Audit Committee and Nomination and Remuneration Committee, being effective from 22 February 2019.
- 4. Acknowledgement of resignation of Mr. Tamotsu Tamaki and appointment of Mr. Adam Jonathan Sloan as a Non-Executive Director of the Company.
- Acknowledgement of appointment of Mr. Rakchai Sakulteera as the Deputy
   Managing Director of the Company who will temporarily act as the
   Managing Director.

Then, the Chairman let the shareholders ask questions. The Chairman of the meeting answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

Why wasn't the Company aware of the tendency to lose customers? Does the Company have any limitations in the production of new products?

Chairman:

The Company foresaw the possibility to lose customers, but due to limitations regarding machinery adjustment to enable them to produce the new products to replace the old ones and to increase their capacity of both old and new products. In respect of problem solving, the Company could deal with only some of them. For example, in repairing the machines, the risks and delays as well as the expenses must be taken into consideration, so in certain cases the problem could not be solved on time. The preparation to face problems was not quite good either.

Resolution:

The meeting passed a resolution approving the re-election of Mr. Rakchai Sakulteera, who retired by rotation to resume the position for another term. The voting result was as follows:

Approve	103,543,110 Votes	accounted for	99.81 %
Not	180,000 Votes	accounted for	0.18 %
Abstaine	12,100 Votes	accounted for	0.01 %
Total	103,735,210 Votes	accounted for	100 %

Resolution:

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The meeting passed a resolution approving the re-election of Mr. Anuphan Kitnitchiva, who retired by rotation to resume the position for another term. The voting result was as follows:

Approve	103,543,110 Votes	accounted for	99.81 %
Not	180,000 Votes	accounted for	0.18 %
Abstaine	12,100 Votes	accounted for	0.01 %
Total	103,735,210 Votes	accounted for	100 %

Resolution:

The meeting passed a resolution approving the appointment of Mr. Dai Oyama as a director replacing Ms. Caroline Prior. The voting result was as follows:

Approve	103,723,110 Votes	accounted for	99.99 %
Not	0 Votes	accounted for	0 %
Abstaine	12,100 Votes	accounted for	0.01 %
Total	103,735,210 Votes	accounted for	100 %

Resolusion:

Acknowledgement of the retired by rotation of Ms. Caroline Prior and intention not to stand for re-election and appointed Mr. Dai Oyama as a Non-Executive director and the member of Audit Committee and Nomination and Remuneration Committee with effect from 24 April 2019.

Resolution:

Acknowledgement of the resignation of Mr. Kulvech Janvatanavit and appointment of Mr. Jetsada Wongwatanasin as an Independent Director, a member of Audit Committee and Nomination and Remuneration Committee, being effective from 22 February 2019.

Resolution:

Acknowledgement of resignation of Mr. Tamotsu Tamaki and appointment of Mr. Adam Jonathan Sloan as a Non-Executive Director of the Company.

Resolution:

Acknowledgement of appointment of Mr. Rakchai Sakulteera as the Deputy Managing Director of the Company who will temporarily act as the Managing Director.

Agenda Item 7: To consider and approve the remuneration of Directors for the year 2019

The Board of Directors by suggestion of the Nomination and Remuneration Committee has considered and found appropriate that the remuneration of Directors for the year 2019 be fixed at the rate as set forth in the table below. The remuneration of Independent Directors and meeting allowance for the year 2019 will be the same rate as the rate in 2018 as set forth in the table below:

Remuneration	2019	2018
Remuneration of Independent Directors	(per person/ year) Baht 437,000	(per person/ year) Baht 437,000
2. Meeting Allowance	(per person/meeting)	(per person/meeting)
- Chairman of Sub-Committee	Baht 10,000	Baht 10,000
- Member of the Audit Committee	Baht 8,000	Baht 8,000

The Board of Directors has set the guidelines and procedures for the determination of remuneration as disclosed in the Annual Report for 2018, under the section of Management, item No. C re: Remuneration of Directors and Management and the section of Corporate Governance, item No. 5.8 re: Remuneration of Directors.

Then, the Chairman let the shareholders ask questions. The Chairman of the meeting answered the questions and acknowledged the comments and suggestions of the shareholders, which could be summarized as follows:

A shareholder:

What product is MMA the raw material for? What kinds of raw materials are used in the production of automotive accessories? Have their prices increased?

Chairman:

MMA is the major raw material is the production of cast products, such as cash sheets. The raw materials used in the automotive industry are ABS, whose prices have gone up as well, but the company is able to increase the selling prices in line with the raw material prices.

A shareholder:

The Company once explained that the profit from sales of products to refrigerator manufacturers were nothing compared to other products. Then why did the loss of those customers lead to the Company's financial loss?

Chairman:

The Company admits about the operational loss. However, regarding the former explanation about the profit from refrigerator manufacturers, the Company would like to clarify that the profit from sales of products to refrigerator manufacturers was the service fee for the production of goods. Therefore, by comparison, the profit from sales of finished products is better. Nevertheless, if the Company has unused production

capacity, providing the production service is another way of increasing profit for the Company. Since the Company is still unable to find new products to compensate for the loss of refrigerator manufacturers as its customers, the potential profitability has turned into loss. Combined with the loss in the casting system due to raw material prices, the Company sustained loss in the past year. As such, the Company is accelerating the Business Review process in order to solve the problems.

Opinion of the Board: The Board resolved to propose, for consideration and approval by the Annual General Meeting of Shareholders, that the remuneration of Directors for the year 2019 be fixed at the rate as set forth in the table above.

Resolution:

The meeting passed a resolution approving director remuneration for the year 2019. The voting result was as follows:

Approve	103,543,210 Votes	accounted for	99.81 %
Not	0 Votes	accounted for	0 %
Abstaine	192,000 Votes	accounted for	0.19 %
Total	103,735,210 Votes	accounted for	<u>100 %</u>

Agenda Item 8:

Independent Consultancy Services Agreement

The Company by the Board of Directors has decided to hire Mr. Suchitr Srivetbodee as an Independent Consultant of the Company effective as of 1 April 2019 for providing necessary advice required for operation of the Company.

Opinion of the Board: The Board resolved to report at the Annual General Meeting of Shareholders on the Independent Consultancy Services Agreement made between the Company and Mr. Suchitr Srivetbodee.

The Chairman of the meeting explained to the meeting about the hiring of himself to be an independent consultant, saying that the purpose was to provide assistance and advice to Khun Rakchai Sakulteera in his position as acting Managing Director, as well as to facilitate the operation during the transfer, including giving advice to the sales and marketing departments and preparing the Business Review as mentioned above.

Resolution:

Acknowledgement of the Independent Consultancy Services Agreement.

Agenda Item 9:

Other (if any)

There was no agenda proposed from the shareholders.

The Chairman therefore thanked the attendees and declares the meeting closed.

The meeting adjourned at 11.30 a.m.



Mr. Suchitr Srivetbodee

Acting as Chairman of the Meeting

Ms. Phannarat La-ongmanee

Minutes Taker

## PROFILE OF DIRECTORS WHO ARE RETIRING BY ROTATION AND PROPOSED TO BE RE-ELECTED

Name-Surname	Dr. Benjamin James Harris
Age (years)	54
Type of Director Position	Chairman of the Board of Directors
Date of Appointment	- Executive Director
	24/04/2015
	- Chairman of the Board of Directors
	9/11/2017
Education	- Ph.D. Department of Chemical Engineering
	University of Cambridge, United Kingdom
	- Bachelor's Degree in Chemical and Process Engineering
	1st Class, University of Canterbury, New Zealand
Director Training Program (IOD)	None
Shareholding in TPA (%)	None
- Spouse - Minor Child	
Family Relationship among	None
Directors and Executives	None
Working Experience during last 5 years	2017 - Present - Chairman of the Board of Directors
The state of the s	Thai Poly Acrylic Public Company Limited
	2016 – Present - Executive General Manager
	Saudi Methacrylates Company
	2015 – 2017 - Executive Director
	Thai Poly Acrylic Public Company Limited
	2013 – 2016 - General Manager
	Lucite International Singapore Pte. Ltd.
<b>Director Position in Other Business</b>	
- Listed Company - The Stock Exchange of	None
Thailand	
- Import Positions in Non - Listed Company /	Executive General Manager
other Organizations	Saudi Methacrylates Company
	N.
- Position in other organization that	None
Compete with / related to the Company	
Attending the Board of Directors' Meeting in	5 times out of 5 times
2019	
Attending the Audit Committees? Mastin - in	None
Attending the Audit Committees' Meeting in 2019	None
2017	
Conflicts of interest in this Meeting:	Agenda item 6: To consider and elect directors in place of those who
	are retiring by rotation

# PROFILE OF DIRECTORS WHO ARE RETIRING BY ROTATION AND PROPOSED TO BE RE-ELECTED

Name-Surname	Mr. Jetsada Wongwatanasin
Age (years)	49
Type of Director Position	<ul> <li>Independent Director</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> </ul>
Date of Appointment	22/02/2019
Education	<ul> <li>- MBA (International Business)</li> <li>The George Washington University, U.S.A.</li> <li>- Bachelor's Degree in Economic (International Economics)</li> <li>2<sup>nd</sup> Class Honors, Chulalongkorn University</li> </ul>
Director Training Program (IOD)	Director Accreditation Program - DAP151/2518
Shareholding in TPA (%) - Spouse - Minor Child	None
Family Relationship among Directors and Executives	None
Working Experience during last 5 years	2019 – Present - Independent Director - Member of Audit Committee - Member of Nomination and Remuneration Committee Thai Poly Acrylic Public Company Limited 2018 – Present - First Vice President, Thai Ethanol Manufacturing Association 2014 – Present - Managing Director Thai Kanjanaburi Power 2 Company Limited 2010 – Present - CFO Thai Udon Thani Sugar Company Limited
<b>Director Position in Other Business</b>	
- Listed Company - The Stock Exchange of Thailand	None
- Import Positions in Non - Listed Company / other Organizations	- CFO Thai Udon Thani Sugar Mill Company Limited
	- Managing Director Thai Sugar Mill Group Company Limited
- Position in other organization that Compete with / related to the Company	None
Attending the Board of Directors' Meeting in 2019	4 times out of 4 times
Attending the Audit Committees' Meeting in 2019	2 times out of 3 times
Conflicts of interest in this Meeting:	Agenda item 6: To consider and elect directors in place of those who are retiring by rotation
	Agenda Item 7: To consider and approve the remuneration of Directors for the year 2020

## PROFILE OF DIRECTORS WHO ARE RETIRING BY ROTATION AND PROPOSED TO BE RE-ELECTED

Name-Surname	Mr. Shinya Yano
Age (years)	53
Type of Director Position	Executive Director
Date of Appointment	14/11/2019
Education	Bachelor's Degree in Economics
	Seikei University, Japan
Director Training Program (IOD)	None
Shareholding in TPA (%)	None
- Spouse	
- Minor Child	
Family Relationship among	None
Directors and Executives	
Working Experience during last 5 years	2019 - Present - Executive Director
	Thai Poly Acrylic Public Company Limited
	2019 - Present - President
	Diapolyacrylate Company Limited
	2017 - 2019 - Manager
	Mitsubishi Chemical 2014 - 2017 - Director
	Mitsubishi Rayon
Director Position in Other Business	Witsubishi Rayon
Director 1 obtain in other Business	
- Listed Company - The Stock Exchange of	None
Thailand	
- Import Positions in Non - Listed Company /	President
other Organizations	Diapolyacrylate Company Limited
- Position in other organization that	None
Compete with / related to the Company	
Attending the Board of Directors' Meeting in	1 time out of 1 time
2019	
Attending the Audit Committees' Meeting in	None
2019	TVOIC
	Remark: Mr. Shinya Yano is a newly appointed Director in place of
	Mr. Suchitr Srivetbodee, effective dated on 14/11/2019.
Conflicts of interest in this Meeting:	Agenda item 6: To consider and elect directors in place of those who
	are retiring by rotation

### PROFILES OF DIRECTORS WHO ARE PROPOSED TO ACT AS PROXY FOR SHAREHOLDERS

Name-Surname	Mr. Rakchai Sakulteera	
Age (years)	59	
Type of Director Position	- Managing Director	
	- Executive Director	
	- Company Secretary	
Date of Appointment	- Managing Director	
TP	01/01/2020	
	- Executive Director	
	13/08/2015	
	- Company Secretary	
	11/11/2016	
Education	- Master's Degree in Business Administration	
	International Program, Bangkok University	
	- Bachelor's Degree in Accounting	
	Chulalongkorn University	
	- Graduate Diploma in Auditing	
	Thammasat University	
<b>Professional Qualification</b>	Certified Public Accountant of Thailand	
Director Training Program (IOD)	Company Secretary Program (CSP) 811/2560	
Shareholding in TPA (%)	None	
- Spouse		
- Minor Child		
Family Relationship among	None	
Directors and Executives		
Working Experience during last 5 years	2020 – Present - Managing Director	
	Thai Poly Acrylic Public Company Limited	
	2016 – Present - Company Secretary	
	Thai Poly Acrylic Public Company Limited	
	2015 – Present - Executive Director	
	- Financial Director	
	Thai Poly Acrylic Public Company Limited	
	2019 - Deputy Managing Director	
	Thai Poly Acrylic Public Company Limited	
	2014 – 2015 - Independent Director and Chairman of Audit	
	Committee Thai Poly Acrylic Public Company Limited	
Director Position in Other Business	That roly Actylic rubiic Collipany Limited	
Director I ostuon in Other Dusiness	None	
- Listed Company - The Stock Exchange of	Tronc	
Thailand		
	None	
- Import Positions in Non - Listed Company /		
other Organizations		
	None	
- Position in other organization that		
Compete with / related to the Company		
Attending the Board of Directors' Meeting in	5 times out of 5 times	
2019		
Attending the Audit Committees' Meeting in	None	
2019		
Conflicts of interest in this Meeting:	None	
Commess of microst in this prectung.	TOTIC	

### PROFILES OF DIRECTORS WHO ARE PROPOSED TO ACT AS PROXY FOR SHAREHOLDERS

Name-Surname	Dr. Anuphan Kitnitchiva
Age (years)	57
Type of Director Position	- Chairman of Audit Committee
	- Independent Director
Date of Appointment	26/4/2016
Education	- Ph.D. in Development Administration
	School of Public Administration (International Doctoral Program)
	The National Institute of Development Administration
	- Senior Executive Program
	Sasin, Graduate Institute of Business Administration
	Chulalongkorn University
	- LL.M. (Business Law)
	Thammasat University
	- LL.B. (Honours)
	Thammasat University
Professional Qualification	Lawyer License No. 18024/1986
Director Training Program (IOD)	- Successful Formulation and Execution of Strategy
	(SFE 26/2016)
	- Role of the Chairman Program (RCP 38/2016)
	- Advanced Audit Committee Program (AACP 17/2014)
	- Director Certification Program (DCP 130/2010)
Shareholding in TPA (%)	None
- Spouse	
- Minor Child	None
Family Relationship among Directors and Executives	None
Working Experience during last 5 years	2014 – Present - Chairman of Audit Committee and Independent
working Experience during last 3 years	Director
	Thai Poly Acrylic Public Company Limited
	2014 - Present - Director
	Humanica Public Company Limited
	2004 - Present - Senior Partner
	Dherakupt International Law Office Limited
	2014 – 2018 - Chairman of Audit Committee and Independent
	Director
	TOT Public Company Limited
	2013 – 2014 - Member of Audit Committee and Independent
	Director
	Thai Poly Acrylic Public Company Limited
<b>Director Position in Other Business</b>	
- Listed Company - The Stock Exchange of	- Director
Thailand	Humanica Public Company Limited
Impart Desitions in Non Listed Comment	Sanian Dantasa
- Import Positions in Non - Listed Company /	- Senior Partner
other Organizations	Dherakupt International Law Office
- Position in other organization that	None
Compete with / related to the Company	NOIC
Attending the Board of Directors' Meeting in 2019	5 times out of 5 times
The state of the s	
Attending the Audit Committees' Meeting in 2019	4 times out of 4 times
Conflicts of interest in this Meeting:	Agenda Item 7: To consider and approve the remuneration of
	Directors for the year 2020

### PROFILES OF DIRECTORS WHO ARE PROPOSED TO ACT AS PROXY FOR SHAREHOLDERS

Name-Surname	Mr. Jan Dam Pedersen
Age (years)	67
Type of Director Position	- Chairman of Nomination and Remuneration Committee - Member of Audit Committee - Independent Director
Date of Appointment	23/4/2015
Education	- Diploma EAC's full time Course in Business Administration - Management Finance, Strategy and Marketing IMD, Switzerland
Director Training Program (IOD)	<ul> <li>Directors Accreditation Program (DAP 125/2016)</li> <li>Director Certification Program (DCP 260/2018)</li> </ul>
Shareholding in TPA (%) - Spouse - Minor Child	None
Family Relationship among	None
Directors and Executives Working Experience during last 5 years	2018 - Present - Chairman of Nomination and
Working Experience during last a years	Remuneration Committee Thai Poly Acrylic Public Company Limited  2015 - Present - Member of the Audit Committee - Independent Director Thai Poly Acrylic Public Company Limited  2013 - Present - Novanta Company Limited - Berli Asiatic Soda Company Limited - Non-Executive Director Thai Poly Acrylic Public Company Limited
<b>Director Position in Other Business</b>	
- Listed Company - The Stock Exchange of Thailand	None
- Import Positions in Non - Listed Company / other Organizations	Executive Director - Novanta Company Limited - Berli Asiatic Soda Company Limited
- Position in other organization that Compete with / related to the Company	None
Attending the Board of Directors' Meeting in 2019	5 times out of 5 times
Attending the Audit Committees' Meeting in 2019	4 times out of 4 times
<b>Conflicts of interest in this Meeting:</b>	Agenda item 7: To consider and approve the remuneration of Directors for the year 2020

#### DEFINITION OF INDEPENDENT DIRECTOR

- 1. Independent Director mean the directors who have independence to express their opinions and at least one third of the board size shall be independent directors, and in any cases, the number shall not be fewer than three.
- 2. Maximum of five director ships in SET's listed companies and Independent directors cannot hold positions longer than nine consecutive years.
  - 3. Each independent director shall comply with the following rules:
    - (a) holding shares not exceeding one per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
    - (b) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person.
    - (c) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company.
    - (d) neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person.
      - "Non-Independent' Criteria: Transaction amount of three percent or more of the net tangible assets or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules.
    - (e) neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit

- firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person.
- (f) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services.
- (g) not being a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder.
- (h) not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

#### COMPANY'S ARTICLES OF ASSOCIATION REGARDING THE SHAREHOLDERS'S MEETING

## Section 6: Meetings of Shareholders

Article 46. The board of directors must cause a meeting of shareholders to be held as the annual ordinary meeting within 4 (four) months from the ending date of the accounting year of the Company. Meetings other than the said one shall be call extraordinary meetings.

The board of directors may call an extraordinary meeting at any time it may see fit to do so or shareholders the aggregate of whose shares is not less than one–fifth of the total number of shares sold or not less than 25 (twenty–five) shareholders the aggregate of whose shares is not less than one – tenth of the total number of shares sold may enter their names making a written request that the board of directors call a meeting of shareholders as an extraordinary meeting at any time, but the reason for the request for the meeting to be called must also been clearly stated in the said written request. In such a case, the board of directors shall cause the meeting of shareholders to be held within 1 (one) month from the date of receipt of the written request from the shareholders.

- Article 47. In calling a meeting of shareholders, the board of directors shall make a written notice of convocation specifying the peace, the date, the time, the agenda of the meeting and the matter to propose to the meeting together with details as is reasonable by clearly stating whether it is a matter proposed for information, for approval or for consideration as the case may be, including the opinion of the board of directors on the said matter, and send the same to the shareholders and the registrar not less than 7 (seven) days before the date of meeting and advertise the same in a newspaper for 3 (three) successive days at least 3 (three) days before the date of meeting.
- Article 48. At a meeting of shareholders there must be shareholders and shareholders' proxies (if any) present not less than 25 (twenty-five) persons or not less than one half of the total number of shares, whichever is the smaller number, and there must be an aggregate of shares not less than one-thirds of the total number of shares sold in order to form a quorum.

In the event that it appears that at any meeting of shareholders, when one hour has elapsed behind the appointed time, the number of the shareholders who are present fails to procure such a quorum as required, if the meeting was called because of shareholders making a request, it shall be cancelled. If the meeting is not one called because of shareholders making a request, it shall be re-convened, and the notice of convocation shall be sent to the

shareholders not less than 7 (seven) days before the date of meeting. At the latter meeting it is not compulsory to procure a quorum.

- Article 49. A resolution of the meeting of shareholders shall consist of votes as follows:
  - 49.1 The decision or the passage of a resolution of the meeting of shareholders shall be done by voting, and regardless of any method by which the voting is done, one share shall always be counted as one vote.
  - 49.2 In a normal case, a majority of votes of the shareholders who are present at the meeting and vote thereat shall be taken. It there are tied votes, the chairman of the meeting shall vote with one more vote as the casting vote.
  - 49.3 In the following cases, a majority of votes not less than three fourths of the total number of votes of the shareholders who are present at the meeting and have the right to vote thereat;
    - (a) Selling or transferring the whole or some important parts of the business of the Company to another person.
    - (b) Buying or receiving transferred the business of another company or a private company to belong to the Company.
    - (c) Entering into, amending or terminating a contract pertaining to the letting of the whole or some important parts of the business of the Company, assigning another person to assume managing the business of the Company or merging with another person with a view to sharing profits with each other.
- Article 50. The businesses that the annual ordinary meeting should transact are at least as follows:
  - Acknowledging the report of the board of directors showing the business of the Company in the past year cycle.
  - (2) Approving the balance sheet and the profit and loss account.
  - (3) Approving the allocation of the profit.
  - (4) Electing directors in place of those retiring according to the term.
  - (5) Appointing the auditor and fixing the amount of the cost of examining the accounts of the Company.
  - (6) Others businesses.
- Article 51. The Company must submit the name list of the shareholders existing on the date of the Annual ordinary meeting by identifying the names, the nationality, the address, the number of shares held and the number of the share certificate to the registrar within 1 (one) month from the date in which the meeting was concluded.

อากรแสตมป์

## หนังสือมอบฉันทะ (แบบ ก)

Proxy (Form A)

				Duty sta	mp
				20 บาท/ B	aht
		เขียนที่			
		Written at			
			เดือน		
		Date	Month	Year	
(1) ข้าพเจ้า.			สัญชาติ	อยู่บ้านเลขที่	
I/We			Nationality	Reside at	
ถนน	ตำบล/แขวง	อำเภอ/เข	ต	.จังหวัด	
Road	Sub-District	District		Province	
รหัสไปรษณีย์	ประเทศ				
Postal Code	Country				
- • หุ้นสามัญ	nber ofshares หุ้น nares in the amount ofshar	ବ୍ୟ	ากเสียงลงคะแนนได้เท่าก่	ote equal tovotes as follo กับเสีย qual tovote	1
<ul><li>หุ้นบุริมสิทธิ</li></ul>	หุ้น	ପ୍ର	ากเสียงลงคะแนนได้เท่าก่	<u> </u>	1
Preferred s	hares in the amount ofsha	res ar	n/are entitled to vote e	qual tovotes	3
(3) ขอมอบจ์ Hereby	ฉันทะให้ appoint				
(1)	อายุ	ปี	อยู่บ้านเลขที่	ถนน	
	Age	Years	Reside at	Road	
ตำบล/แขวง	อำเภอ /เขต	จังหวัด	จ	รหัสไปรษณีย์	
Sub-District	District	Provinc	ce	Postal Code	
ประเทศ	หรือ				
Country	or				

(2)	อายุ .	ปี	อยู่บ้านเลขที่	ถนน
	Age Y	ears Residing	ı at l	Road
ตำบล/แขวง	อำเภอ /เขต	จังหวั	ሻ	รหัสไปรษณีย์
Sub-District	District	Provinc	е	Postal Code
ประเทศ	หรือ			
Country	or			
(3)	คายุ	ปี	อยู่บ้านเลขที่	ถนน
	Age	Years	Reside at	Road
ตำบล/แขวง	อำเภอ /เขต	จังหว็	, Й	รหัสไปรษณีย์
Sub-District	District	Provi	nce	Post Code
ประเทศ				
Country				
แขวงบางบำหรุ เขตบางพลั As my/our Prox April 2020 at 10.00 a.m. Bangkok, or any adjourn กิจการใดที่ผู้รับ	ด กรุงเทพมหานคร <b>หรือที่จะพื</b> y to attend and vote on my/ at the SD Avenue Hotel, Pir m <b>ent at any date, time and</b> p มอบฉันทะกระทำไปในการประ	ง <b>เลื่อนไปในวัน</b> our behalf at the nklao Room, 3 <sup>rd</sup> place thereof ชุมนั้น ให้ถือเสมีย	<b>เวลา และสถานข</b> e 36 <sup>th</sup> Annual Ge Floor, Borom Raj มนว่าข้าพเจ้าได้กร:	eneral Meeting of Shareholders on 23 chonni Road, Bangbumru, Bangplad,
all respects.	,,	9		
·	ลงชื่อ/	Signed		ผู้มอบฉันทะ/Grantor
		(		)
	ลงชื่อ/	_		ผู้รับมอบฉันทะ/Proxy )
	ลงชื่อ/	•		ผู้รับมอบฉันทะ/Proxy )
	ลงชื่อ/	_		ผู้รับมอบฉันทะ/Proxy )

## หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถ แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

## หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

					อากรแสตมป์ Duty stamp
					20 บาท/Baht
		เขียนที่			
		Written at			
		วันที่	เดือน	พ.ศ	·
		Date	Month	Year	
(1) ข้าข	พเจ้า		สัญชาติ	อยู่บ้านเผ	าขที่
I/W	/e		Nationality	/ Reside a	t
ถนน	ตำบล/แขวง	อำเภอ/เขต		จังหวัด	
Road	Sub-District	District		Province	
วหัสไปรษณีย์	ประเทศ				
Postal Code	Country				
Holding the total • หุ้นสาม	ทั้งสิ้นหุ้น I number ofshares ภัญา ıry shares in the amount ofsh	and and a	am/are entitled to v สียงลงคะแนนได้เท่า	ด้เท่ากับvote equal tovo กับ equal to	otes as follows: เสียง
<b>■</b> หุ้นบุริม	เสิทธิ่	รุ้น ออกเ	สียงลงคะแนนได้เท่า	ากับ	เสียง
Preferr	red shares in the amount ofs	hares am/a	re entitled to vote	equal to	votes
(3) ของ	uอบฉันทะให้				
Не	reby appoint				
(1)	อายุ	ปี	อยู่บ้านเลขที่	ถนน	
	Age	Years	Reside at	Road	
ตำบล/แขวง	อำเภอ /เขต	จังหวัด		รหัสไปรษณีย์	
Sub-District	District	Province		Postal Code	
ประเทศ	หรือ				
Country	or				

(2)			ายุ	ปี	อยู่บ้านเลขที		ถนน
		Age	Years	Residing	at	Road	
ตำบล/แขวง .		อำเภอ /เขต		จังหวัด		ງີ	หัสไปรษณีย์
Sub-District		District		Province	)	Pos	stal Code
ประเทศ		หรือ					
Country		or					
(3	)	อายุ		ปี	อยู่บ้านเลขที่.		ถนน
		Age		Years	Reside at	R	oad
ตำบล/แขวง		อำเภอ /เขต		จังหวัด	ગે		รหัสไปรษณีย์
Sub-District		District		Provin	ce		Post Code
ประเทศ							
Country							
แขวงบางบ้าห As April 2020 a Bangkok, or	ารุ เขต my/o t 10.0 any a ข้าพเ	ในวันที่ 23 เมษายน 2563 เวลา บางพลัด กรุงเทพมหานคร <b>หรือที่</b> ur Proxy to attend and vote on 0 a.m. at the SD Avenue Hotel, djournment at any date, time ar จ้าขอมอบฉันทะให้ผู้รับมอบฉันทะก hereby authorize the proxy to vo	ล <b>ะพึงเลื่อ</b> my/our b Pinklao nd place ออกเสียงส	<b>นไปในวัน เ</b> ehalf at the Room, 3 <sup>rd</sup> F thereof องคะแนนแทร	<b>วลา และสถาง</b> 36 <sup>th</sup> Annual C loor, Borom R นข้าพเจ้าในการ	<b>เทื่อื่นด้วย</b> General Mo ajchonni F ประชุมครั้ง	eeting of Shareholders on 23 Road, Bangbumru, Bangplad, งนี้ ดังนี้
วาระที่	1	พิจารณารับรองรายงานการประชุ	มสามัญผู้	ถือหุ้น ครั้งที่	35 ซึ่งประชุมเมื	ื่อวันที่ 24 เ	เมษายน 2562
Agenda No.	1	To consider and approve the N 24, 2019	Minutes o	f the 35 <sup>th</sup> An	nual General I	Meeting of	f Shareholders held on April
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา	และลงมติ	แทนข้าพเจ้า	ได้ทุกประการต	ามที่เห็นสม	เควร
	(a)	The proxy may consider the m respects.	atters an	d vote on m	y/our behalf as	s the prox	y deems appropriate in all
	(11)	้ ให้ผู้รับมอบฉันทะออกเสียงลงคะเ	แนนตามค	เวามประสงค์	์ของข้าพเจ้า ดัง	น้	
	(b)	The Proxy may consider the m					
		เห็นด้วย		ม่เห็นด้วย			งดออกเสียง
		Agree		isagree			Abstain

วาระที่	2	รายงานผลการดำเนินงานของบริษั	ษัท ประจ	ำปี 2562	
Agenda No.	2	To report the Company's Busin	iess Per	formance for the year 2019	
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาเ	และลงม	ติแทนข้าพเจ้าได้ทุกประการตาม	ที่เห็นสมควร
	(a)	The proxy may consider the ma	atters a	nd vote on my/our behalf as th	ne proxy deems appropriate in all
		respects.			
	(11)	ให้ผู้รับมอบฉันทะออกเสียงลงคะเ	เนนตาม	เความประสงค์ของข้าพเจ้า ดังนี้	
	(b)	The Proxy may consider the ma	atters a	nd vote on my/our behalf as fo	ollows:
		เห็นด้วย		ไม่เห็นด้วย	งดออกเสียง
		Agree		Disagree	Abstain
วาระที่	3	พิจารณาและอนุมัติงบการเงินสำห	หรับรอบ:	ปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาค	าม 2562
Agenda No.	3	To consider and approve Finar	ncial Sta	atements for the fiscal year end	ded December 31, 2019
	(ก) ์	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาแส	าะลงมติ	แทนข้าพเจ้าได้ทุกประการตามที่เ	เห็นสมควร
	(a) T	The proxy may consider the mat	ters and	d vote on my/our behalf as the	proxy deems appropriate in all
	resp	ects.			
	(11)	ห้ผู้รับมอบฉันทะออกเสียงลงคะแน	เนตามค	วามประสงค์ของข้าพเจ้า ดังนี้	
	(b) -	The Proxy may consider the mat	ters and	d vote on my/our behalf as foll	ows:
		เห็นด้วย		ไม่เห็นด้วย	🗌 งดออกเสียง
		Agree		Disagree	Abstain
วาระที่	4	พิจารณาและอนุมัติการจัดสรรกำไ	ไรและกา	ารจ่ายเงินปันผลประจำปี 2562	
Agenda No.	4	To consider and approve the a	ppropri	ation of profit and the paymer	nt of dividends for the year 2019
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาเ	เละลงม	ติแทนข้าพเจ้าได้ทุกประการตามเ	ที่เห็นสมควร
	(a)	The proxy may consider the ma	atters ar	nd vote on my/our behalf as th	ne proxy deems appropriate in all
		respects.			
	(11)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแ	เนนตาม	ความประสงค์ของข้าพเจ้า ดังนี้	
	(b)	The Proxy may consider the ma	atters ar	nd vote on my/our behalf as fo	ollows:
		เห็นด้วย		ไม่เห็นด้วย	🗌 งดออกเสียง
		Agree		Disagree	Abstain
วาระที่	5	พิจารณาและอนุมัติการแต่งตั้งผู้ส	อบบัญชี	และค่าตอบแทนผู้สอบบัญชีประ	จำปี 2563
Agenda No.	5	,		•	tor's remuneration for the year 2020
	_				
		ห้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล		เทนข้าพเจ้าได้ทุกประการตามที่เ	·
	(ก) ใ	ห้ผู้รับมอบฉันทะมีสิทธิพิจารณาแล he proxy may consider the matt	ะลงมติเ	•	ห็นสมควร
	(ก) ใ (a) T	-	ะลงมติเ	•	ห็นสมควร

	(b) 1	he Proxy may cons	sider the m	atters and vote o	on my/our beha	alf as follows:	
		เห็นด้วย		🔲 ไม่เห็นต	ทั่วย		งดออกเสียง
		Agree		Disagr	ee		Abstain
วาระที่	6	พิจารณาและเลือกเ	้ เ เ	แทนกรรมการที่ออ	กตามวาระ		
Agenda No.	6	To consider and e	lect direct	ors in place of th	ose who are re	etiring by rotation	า
	(ก) '	ให้ผู้รับมอบฉันทะมีสิ	ทธิพิจารณา	าและลงมติแทนข้า	พเจ้าได้ทุกประก	าารตามที่เห็นสมค	าวร
		The proxy may cor respects.	nsider the r	matters and vote	on my/our beh	alf as the proxy	deems appropriate in all
	(11)	ให้ผู้รับมอบฉันทะออ	าเสียงลงคะ	ะแนนตามความปร	ะสงค์ของข้าพเจ๋	ก์ ดังนี้	
	(b)	The Proxy may con	sider the n	natters and vote	on my/our beha	alf as follows:	
		การแต่งตั้งกรรมการ	ทั้งสามท่าน	ได้แก่ ดร. เบนจามิ	น เจมส์ แฮร์ริส,	นายชินยะ ยาโนะ	และนายเจษฎา ว่องวัฒนะสิน
		Election of all thre	e member	s of the Board of	Directors i.e.,	Dr. Benjamin Ja	mes Harris, Mr. Shinya Yano
		and Mr. Jetsada V	Vongwatar	nasin		_	
		เห็นด้วย		🔲 ไม่เห็	ันด้วย		งดออกเสียง
		Agree			gree		Abstain
	Ш	การแต่งตั้งกรรมกา	รเป็นรายบุ <i>ค</i>	<b>ା</b> ନର			
		Election of each r			ectors		
		ชื่อกรรมการ	ดร. เบนจ	ามิน เจมส์ แฮร์ริส	ประธานกรรม	มการ	
		Director's name	Dr. Benja	ımin James Harri	s Chairman of		
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
		Agree		Disagree		Abstain	
		ชื่อกรรมการ	นายชินยะ	: ยาโนะ	กรรมการบริเ	หารงาน	
		Director's name	Mr. Shiny	a Yano	Executive D	irector	
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
		Agree		Disagree		Abstain	
		ชื่อกรรมการ	นายเจษฎ	า ว่องวัฒนะสิน	กรรมการอิส	ระและกรรมการต	รวจสอบ / กรรมการสรรหาและ
					กำหนดค่าตร	บบแทน	
		Director's name	Mr. Jetsa	da Wongwatana	sin Independe	nt Director/Mem	ber of Audit Committee/
						Nomination and	Remuneration Committee
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
		Agree		Disagree		Abstain	

วาระที่	7	พิจารณาและอนุมัติค่าตอบแทนกรรมการ ประจำปี 2563
Agenda No.	7	To consider and approve the remuneration of Directors for the year 2020
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a)	The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all
		respects
	(1)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b)	The Proxy may consider the matters and vote on my/our behalf as follows:
		เห็นด้วย ปม่เห็นด้วย
		Agree Disagree Abstain
วาระที่	8	พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No	8	Consideration of other business (if any)
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a)	The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in
		all respects
	(1)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b)	The Proxy may consider the matters and vote on my/our behalf as follows:
		เห็นด้วย
		Agree Disagree Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนน เสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ซัดเจน หรือในกรณีที่ ที่ ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติม ข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือ มอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงชื่อ / Signed	ผู้มอบฉันทะ/Grantor
(	)
ลงชื่อ / Signed	ผู้รับมอบฉันทะ/Proxy
(	)
ลงชื่อ / Signed	ผู้รับมอบฉันทะ/Proxy
(	
ลงชื่อ / Signed	ผู้รับมอบฉันทะ/Proxy
(	2

## หมายเหตุ / Remarks

- 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถ แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
  - The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
- 2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
  For Agenda on electing directors, all members of Board of Directors or each member of the Board of Directors can be elected.
- 3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อ แบบหนังสือมอบฉันทะแบบ ข (ตามแนบ)
  - If the matters to be considered are more than those specified above, the proxy grantor may apply the Attachment to proxy Form B as attached.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

## Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยโพลีอะคริลิค จำกัด (มหาชน)
Authorization on behalf of the shareholder of Thai Poly Acrylic Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 36 ในวันที่ 23 เมษายน 2563 เวลา 10.00 น. ณ โรงแรมเอสดี อเวนิว ห้องปิ่นเกล้า ชั้น 3 ถนนบรมราชชนนี แขวงบางบำหรุ เขตบางพลัด กรุงเทพมหานคร **หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย** 

At the 36<sup>th</sup> Annual General Meeting of Shareholders to be held on 23 April 2020 at 10.00 a.m. at the SD Avenue Hotel, Pinklao Room, 3<sup>rd</sup> Floor, Borom Rajchonni Road, Bangbumru, Bangplad, Bangkok, **or any adjournment at other date**, time and place thereof

วาระที่	[s	รู้อง					
Agenda		Subject					
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิ	ารณาแล	าะลงมติแทนข้าพเ	จ้าได้ทุกประการตามที่	เห็นสมควร	
	(a)	The proxy may consider	the matt	ters and vote on	my/our behalf as the	e proxy deems ap	propriate in
		all respects.					
	(1)	ให้ผู้รับมอบฉันทะออกเสีย	าลงคะแน	นตามความประส	งค์ของข้าพเจ้า ดังนี้		
	(b)	The Proxy may consider	the matt	ters and vote on	my/our behalf as foll	lows:	
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
		Agree		Disagree		Abstain	
วาระที่	เรื่	อง					
Agenda	S	ubject					
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจ	ารณาและ	ะลงมติแทนข้าพเจ๋	ถ้าได้ทุกประการตามที่เ	ห็นสมควร	
		The proxy may consider					propriate in
		all respects.					
	(11)	ให้ผู้รับมอบฉันทะออกเสียง	เลงคะแน	นตามความประส	งค์ของข้าพเจ้า ดังนี้		
	(b)	The Proxy may consider	the matt	ers and vote on	my/our behalf as foll	ows:	
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
		Agree		Disagree		Abstain	

วาระที่		เรื่อง				
Agenda		Subject				
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารเ	ณาและล	งมติแทนข้าพเจ้าได้	ทุกประการตามที่เห	ห็นสมควร
	(a)	The proxy may consider the	e matters	and vote on my/	our behalf as the p	oroxy deems appropriate in
		all respects.				
	(1)	ให้ผู้รับมอบฉันทะออกเสียงลง	คะแนนต	ามความประสงค์ขเ	องข้าพเจ้า ดังนี้	
	(b)	The Proxy may consider the	e matters	and vote on my/	our behalf as follo	ws:
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
		Agree		Disagree		Abstain
วาระที่		เรื่อง				
Agenda		Subject				
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารถ	ณาและล	งมติแทนข้าพเจ้าได้	ั ทุกประการตามที่เห็	ห็นสมควร
_	(a)	The proxy may consider the	e matters	and vote on my/	our behalf as the p	oroxy deems appropriate in
		all respects.				
	(1)	ให้ผู้รับมอบฉันทะออกเสียงลง	คะแนนต	ามความประสงค์ขา	องข้าพเจ้า ดังนี้	
	(b)	The Proxy may consider the	e matters	and vote on my/	our behalf as follo	ws:
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
		Agree		Disagree		Abstain
1		1				
วาระที่		เรื่อง				
Agenda		Subject			1	
	(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารเ	ณาและล	งมติแทนข้าพเจ้าได้	ทุกประการตามที่เห็	ห็นสมควร
	(a)	The proxy may consider the all respects.	e matters	s and vote on my/	our behalf as the p	oroxy deems appropriate in
	(1)	ให้ผู้รับมอบฉันทะออกเสียงลง	คะแนนต	ามความประสงค์ขเ	องข้าพเจ้า ดังนี้	
_	(b)	The Proxy may consider the	e matters	and vote on my/	our behalf as follo	ws:
		เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
		Agree		Disagree		Abstain
วาระที่		เรื่อง พิจารณาและเลือกตั้งกรร:	มการแทเ	นกรรมการที่ออกตา	มวาระ (ต่อ)	
Agenda		Subject To consider and ele	ct direct	ors in place of the	ose who are retirin	g by rotation (continued)
ชื่อกรรมการ						
Director's n	ame	:				

	เห็นด้วย	Ш	ไม่เห็นด้วย	Ш	งดออกเสียง
	Agree		Disagree		Abstain
ชื่อกรรมก	าร				
Director's	s name:				
	เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
	Agree		Disagree		Abstain
ชื่อกรรมก	าร				
Director's	s name:				
	เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
	Agree		Disagree		Abstain
ชื่อกรรมก	าร				
Director's	s name:				
	เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
	Agree		Disagree		Abstain
ชื่อกรรมก	าร				
Director's	s name:				
	เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
	Agree		Disagree		Abstain
ชื่อกรรมก	าร				
Director's	s name:				
	เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
	Agree		Disagree		Abstain
วาระที่ Agenda	เรื่อง Subject	พิจารณ	าและลงมติแทนข้าพเจ้าได้ทุก	าประการตาม	ที่เห็นสมควร
		der the i	matters and vote on my/our	behalf as t	ne proxy deems appro
Г	all respects. 🧻 (ข) ให้ผู้รับมอบฉันทะออกเย็	สุยเของค	ะแนนตามความประสงค์ของช่	ข้าพเจ้า ดังปี้	
L	_ "		matters and vote on my/our		ollows:
	เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง
	 Agree		Disagree	<u>—</u>	Abstain

# DOCUMENTS AND EVIDENCE SHOWING THE RIGHT TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS THAI POLY ACRYLIC PUBLIC COMPANY LIMITED

Registration to attend the 36<sup>th</sup> Annual General Meeting of the Shareholders of Thai Poly Acrylic Public company Limited. For your convenience, kindly bring Notice to Shareholders, Registration Form and Proxy Form by registration.

## 1. Personal attendance at a meeting

- 1.1 To register attendance to a shareholder's meeting, a shareholder must provide an original identification Card or an original government official identification card or an original passport (if the shareholder is a foreign national)
- 1.2 If there is a change in the name or the last name of any shareholder, such shareholder must provide evidence in relation to that change.

#### 2. Appointment of the proxy holder

- 2.1 A shareholder can grant a proxy to only one person to attend and vote at the shareholder's meeting by using the attached proxy form.
- 2.2 A shareholder may express the intention to split his/her votes either to approve, disapprove or abstain form voting on each item on the agenda by specifying in the proxy form for the proxy holder.
- 2.3 A completed proxy form with the signature of the shareholder must be submitted to Chairman of the meeting or the authorized persons prior to the meeting. If there is any material amendment or correction to the proxy form, a shareholder must countersign such amendment or correction. The proxy form must be affixed with a stamp duty of Bath 20. For your convenience, the company will facilitate in affixing the stamp duty when registration to attend the meeting.
- 2.4 A proxy holder, should arrive promptly to register at the beginning of the registration period in order to allow sufficient time for inspection of the proxy form and the supporting documents.

## Documents required to support the appointment of a proxy holder

- 1. <u>If a shareholder is a natural person</u>, the following documents are required to be produced to register attendance:
  - A certified copy of the identification card, or the government official identification card, or the passport (if the shareholder is a foreigner) of the shareholder.
  - When registering, a proxy holder must provide the original of his/her identification card, or government official identification card or the original passport (if the proxy holder is a foreigner).

- 2. <u>If a shareholder is a juristic person</u>, the following procedures and documents are required to be produced to register attendance:
  - A proxy form must be signed by an authorized person of the juristic person whose name is shown in the Affidavit of that juristic person, issued by the Ministry of Commerce, or by the relevant government authority, and bear a date within a 30 day period prior to the date of the shareholder's meeting. The proxy form should be sealed of the juristic person (if any).
  - If the shareholder is a juristic person registered under Thai law, a copy of the Affidavit of that juristic person, issued by the Ministry of Commerce, or by the relevant government authority, and bears a date within a 30 day period prior to the date of the shareholders' meeting. The copy of the Affidavit must be certified as a true copy by the authorized person of that juristic person and bear the seal of the juristic person (if any).
  - If a shareholder is a foreign juristic person, an Affidavit of that juristic person, issued by the relevant government authority of the country where the juristic person is located. The Affidavit is required to be certified by a notary public or another authorized and bears a date within a three month period prior to the date of the shareholder's meeting.
  - If a document is in a language other than English, an English translation certified as a true and correct translation by an authorized person of such juristic person.
  - When registering a proxy holder must provide the original his/her identification card, or government official identification card or passport (if the proxy holder is a foreigner).

A shareholder or proxy holder may register and submit the required documents or any other evidence for inspection prior to the meeting from 09.00 a.m. – 10.00 a.m. on April 23, 2020.

## QR CODE DOWNLOADING PROCEDURES FOR THE ANNUAL REPORT 2019

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently and quickly.

The Shareholders may access to the aforementioned documents via QR Code by following the following steps:

## For iOS System (iOS 11 and above)

- 1. Turn on the mobile camera.
- 2. Turn the mobile camera to the QR Code to scan it.
- The notification will appear on top of the screen. Click on the notification to access the meeting documents.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

## For Android System

- 1. Open applications such as QR CODE READER, Facebook or Line.
  - How to scan the QR Code with Line application
  - Open Line application and click on "Add friend"  $\rightarrow$  Choose "QR Code"  $\rightarrow$  Scan the QR Code.
- 2. Scan the QR Code to access the meeting documents.

#### ANNOUNCEMENT OF COVID - 19 PRECAUTION POLICY

According to the epidemic of COVID-19, the Company would like to inform you of our prevention policy with adhered to suggestion of Department of Disease Control, Ministry of Public Health for the upcoming Annual General Meeting 2020 as stated below:

- 1. Screening of the participant(s) by taking the temperature and observing by our staffs to indicating the participant(s) that is (are) in fever and/or respiratory symptoms before the meeting.
  - 1.1 In case of participant(s) has (have) one of the following symptoms including, but not limited to, fever, cough, sore throat, sneezing and runny nose, participant(s) would be suspended meeting attendance. Accordingly, participant(s) could grant the proxy to the independent director of the Company instead in order to vote on your behalf. The registration staff will facilitate the documents and stamp duty for your convenience.
    - 1.2 In case of participant(s) has (have) no mentioned symptoms, there would be an identification sticker-marked clearly before attending the meeting.
- 2. The Company will provide a handwashing point or alcohol gel adequately in the meeting place. Especially in areas with a lot of common uses such as meeting rooms, registration points, food and beverage service points, etc.
- 3. The Company will emphasize the venue's staffs to clean equipment and a lot of common uses areas with liquid detergent, cleanser and/or 70% alcohol regularly.
- 4. The Company will arrange the venue, meeting room, food and beverage service points to be spacious enough for avoiding of crowded.

To ensure the safety and preventing the epidemic of COVID-19 for participant of shareholders' general meeting. Please strictly following the suggestion below:

- In case that the participant has symptoms of COVID-19 disease or any symptoms stated in 1.1) above, please refrain attending the meeting
- If the participants notice any other participants having fever, coughing sneezing or abnormal nasal discharge, please advise those participants to contact our staffs at registration point immediately.
- Participants should prepare your own hygienic mask and wearing for all the time of the meeting for your own safety and all of participants.
- Participants should wash your hands with soap and /or alcohol gel sufficiently and appropriately.

# MAP OF SD AVENUE HOTEL BANGPLAD, BANGKOK

TEL. 02 434 0400

