

Minutes of Extraordinary General Meeting 3/2014
of
Eastern Polymer Group Public Company Limited

Date, time and place

The meeting was held on 31 October 2014 at 11.00 in the Company meeting room , 770 Moo 6, Theparak Road, Theparak Sub-District, Muang Samutprakan District, Samutprakan.

Opening of the Meeting

Since Mr. Vachara Tuntariyanond, the Chairman of the Board, was unable to attend the meeting, the meeting unanimously elected Mr. Pawat Vitoorapakorn as Chairman of the meeting.

The chairman informed the meeting that 14 shareholders and proxies were present at the meeting representing a total of 2,093,700,000 shares, enough to form a quorum according to Company Articles of Association. The Chairman therefore declared the meeting open and directed the meeting through the following agenda:

Agenda 1 To approve the Minutes of Extraordinary General Meeting No. 2/2014

The Chairman proposed that the Minutes of Extraordinary General Meeting No. 2/2014, held on 1 September 2014, be approved. The details appeared in the copy of the Minutes of the meeting which was sent out to the shareholders with the Notice of the meeting.

Resolution The meeting resolved to approve the Minutes of Extraordinary General Meeting No. 2/2014 as proposed by the Chairman.

Agenda 2 To consider and approve additional revisions to the Articles of Association

The Chairman informed that the Company is in the process of preparing to request permission from the SEC for a share issuance and sale . Advisors had consulted with the SEC regarding the overseeing of the subsidiaries and affiliates and had been advised to further revise the Articles of Associates in chapter 10 Governance of subsidiaries and Affiliates as follows:

Chapter 10**Governance of Subsidiaries and Affiliates**

The clauses in this chapter have the objective of establishing measures and mechanisms , both direct and indirect, to enable the Company to manage the business of the subsidiaries and affiliates and to ensure that the subsidiaries and affiliates follow the measures and strategies that have been set as units of the Company and according to Company policy , including public company law , the Civil and Commercial Code , securities laws and other related laws, including the announcements, regulations and guidelines of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand, as far as they do not conflict with any other laws, in order to protect the Company's investment in the aforementioned subsidiaries and affiliates.

In the case that the clauses in this chapter specify that any transactions or operations having material implications on the financial status and operating results of the subsidiaries and affiliates, approval must be given by the Company's Board of Directors or the shareholder's meeting (as the case may be). The Board of Directors have duty to arrange a board meeting and /or shareholders meeting to consider approval in such matters before the subsidiary and/or affiliate holds a board meeting and/or meeting of their own shareholders and/or before reporting or proceeding in that matter . In this case , the Company will disclose the information and act completely and correctly according to the criteria, conditions, steps, and procedures relating to matter in compliance with public company law, the Civil and Commercial Code , securities laws and other related laws, including the announcements , regulations and criteria of the Capital Market Supervisory Board , the Securities and Exchange Commission and the Stock Exchange of Thailand (as far as there is no conflict).

Clauses 63 Any transactions or operations conducted by the subsidiaries and /or affiliates in the following cases must be approved by the Company's Board of Directors or shareholders' meeting (as the case may be).

- (1) Matters requiring the approval of the Board of Directors
 - (a) The appointment or nomination of candidates of directors or executives of the subsidiary and/or affiliate, at least in accordance with the proportion of shares held by the Company in the subsidiary and/or affiliate. The directors and executives nominated or appointed by the Company shall have discretion when voting in meetings of the Board of Directors of the subsidiary and /or affiliate regarding general management and ordinary course of business of the subsidiary, and/or affiliate as they think fit for the greatest benefit of the subsidiary and/or affiliate, except for matters specified in Article 63.
 - (b) The directors or executives nominated in the aforementioned clause must be persons listed in the Company's data system on directors and executives of the company issuing securities (White List) and possess the proper qualifications, duties and responsibility and not having any untrustworthy characteristics, in accordance with the announcements of the Capital Market Supervisory Board and Stock Exchange concerning untrustworthy characteristics of directors and executives.
 - (c) Approval of the subsidiary's annual dividend and interim dividends (if any).
 - (d) Revision of the subsidiary's articles of association, except revisions of articles of association that have material implications according to clause 2 (f).
 - (e) Approval of the subsidiary's annual budget.

Transactions (f) to (n) are items that are considered important and having material implications on the financial status and operations of the subsidiary. They must therefore first be approved by the Company's Board of Directors. The size of the transaction that the subsidiary will make compared with the size of the Company (Using the criteria on calculation of the transaction as specified and enforced, mutatis mutandis, by the Capital Market Supervisory Board and the Stock Exchange of Thailand regarding acquisition or disposal of assets and/or connected transactions (as the case may be)) and shall be in the criteria which must be approved by the board of directors.
 - (f) The subsidiary agrees to conduct a transaction with persons connected to the subsidiary or transactions relating to the acquisition or disposal of assets of the subsidiary.
 - (g) The transfer or disclaiming of rights including giving up the right to make a claim against a party causing loss to the subsidiary.
 - (h) The disposal or transfer of the subsidiary's entire business operations or some material parts to other parties.
 - (i) The acquisition or transfer of business operations from another company to the subsidiary.
 - (j) Entering into, revising or cancelling of contracts relating to the leasing of the subsidiary's business either completely or in material parts, assigning other parties to manage the subsidiary's business or merging business of subsidiary to other person
 - (k) Lease or hire-purchase of business or asset of subsidiary in whole or in material parts.

- (l) The borrowing, lending, offering credit, acting as a guarantor, entering legal agreements that increase the subsidiary's financial burden or providing any other financial assistance to other parties that is not part of the subsidiary's ordinary course of business (not including loans for working capital and management of the liquidity of the business).
 - (m) Dissolution of the subsidiaries
 - (n) Any other transactions that are not ordinary course of business of the subsidiary and may have materially affect on the subsidiary.
- (2) Matters requiring the approval of the Company's shareholders.
- (a) In case th at subsidiary agrees to a transaction with an individual connected to the subsidiary or a transaction relating to the acquisition or disposal of assets belonging to the subsidiary, and in cases that after calculation the size of the transaction compares with the size of the Company (based mutatis mutandis on the criteria for the calculation of transaction specified in the relevant announcements of the Capital Market Supervisory Board and the Stock Exchange of Thailand), they are within the criteria that must receive approval from the meeting of shareholders.
 - (b) Increase of capital by issuing shares in the subsidiary and allocating the shares , or reducing the registered capital not in proportion to the original shareholding , which results in, either directly or indirectly , the Company's voting rights at shareholders meetings reduced by more than ten per cent (10) of the total votes in the subsidiary or causes the voting rights of the Company , either directly and/or indirectly, to decrease below fifty per cent (50) of the total number of votes in the subsidiary
 - (c) Any other operation that causes the ratio of the Company's voting rights, either directly and/or indirectly, at shareholders meetings reduced by more than ten per cent (10) of the total votes in the subsidiary or causes the voting rights of the Company , either directly and/or indirectly, to decrease below fifty per cent (50) of the total number of votes in the subsidiary at any levels when conducting any other transactions that are not the ordinary course of business of the subsidiary.
 - (d) The dissolution of the subsidiary's business operations, which must be in cases where the calculation of the size of the subsidiary's business that is to be closed compares to the size of the Company (based on the criteria on calculation specified in the relevant announcements of the Capital Market Supervisory Board and the Stock Exchange of Thailand Committee Re: Acquisition or disposal of assets , to be enforced, mutatis mutandis), they are within criteria that must receive approval from the shareholders ' meeting.
 - (e) Any other transactions that are not the ordinary course of business of the subsidiary and transactions that have materially affect on the subsidiary, which must be in cases where the calculation of the size of the transaction compares to the size of the Company (based on the criteria for the calculation of transaction specified in the relevant announcements of the Capital Market Supervisory Board and the Stock Exchange of Thailand Committee Re: acquisition or disposal of assets to be enforced, mutatis mutandis), they are within criteria and shall receive approval from the shareholders' meeting.
 - (f) Revisions to the articles of association of the subsidiary in matters that may materially affect the subsidiary's financial status and operating results , which includes but is not

limited into the revision of articles of association affecting the voting rights of the Company in meetings of the subsidiary's board of directors and /or meetings of the subsidiary's shareholders or payment of the subsidiary's dividends.

Clause 64 The directors of the Company must ensure that the subsidiary has internal control , risk management and fraud prevention systems, and also implement suitable mechanisms for monitoring the operations of the subsidiaries and affiliates, efficiencies and strictly enforced in order to ensure that the various operations of the subsidiaries and affiliates will follow the good Company's policy and the Articles of Association in Chapter 10 including the laws and announcements regarding the good corporate governance of listed companies, including the relevant announcements , regulations and criteria of the Capital Market Supervisory Board , the Securities and Exchange Commission and the Stock Exchange of Thailand . They must also ensure that the subsidiaries and /or affiliates disclose information on connected transactions and /or acquisitions and /or disposals of assets and /or transactions that have materially affect the Company and operate completely and correctly according to the criteria on governance and administration of the subsidiaries and affiliates that specified in the Chapter 10 of the Articles of Association.

The chairman proposed that the meeting revise d Chapter 10 of the Company's Articles of Association by cancelling the previous Articles of Association in Chapter 10 wholly and to enforce new Articles of Association that were presented.

Resolution After due consideration , the meeting unanimously approved the revision of the Articles of Association as presented.

Agenda 3 Other business (if any)

No other business was presented.

The chairman closed the meeting at 12.00

signature _____ Chairman of the meeting
(Mr. Pawat Vitoorapakorn)