

26 June 2017

Subject Notice of the 2017 Annual General Meeting of Shareholders

To Eastern Polymer Group PLC's Shareholders

Enclosures:

1. Registration Form
2. Reasons and objectives for consideration of the shareholders on each agenda
3. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders
4. Annual Report for the 2017 and consolidated financial statements for 2017 ended as at 31 March 2017 in form of CD-Rom
5. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
6. Definition of Independent Director
7. Explanation on proxy, registration, documents or evidence showing identity of shareholders or proxies of shareholders who are eligible to attend and vote in the meeting
8. Articles of Association relating to shareholders meeting
9. Proxy form
10. Procedures for attending the 2017 Annual General Meeting of Shareholders
11. Profiles of the independent directors proposed by the Company as proxies
12. Map of the place of the meeting

The Board of the Directors of Eastern Polymer Group Public Company Limited (**the Company**) resolved to approve the holding of the Annual General Meeting of Shareholders (2017 AGM) on Thursday 27 July 2017, at 9:00 a.m. at Convention Hall, The Ambassador Hotel Bangkok No.171, Sukhumvit Road, Soi 11, Klongtoey Nua, Wattana, Bangkok to consider the following agenda:

**Agenda Item No. 1      To certify the minutes of the 2016 Annual General Meeting of Shareholders.**

**The Board's opinion:**

The Board recommends that the minutes of the 2016 Annual General Meeting of Shareholders, held on 25 July 2016 (2016 AGM), in which the Board views that such minutes has been correctly recorded in accordance with the resolution of the 2016 AGM, be proposed to the 2017 AGM for further certification. The copy of the minutes has been accurately recorded as appeared in Enclosure No.3.

**Agenda Item No. 2**      **To acknowledge the Company's operating result for the fiscal year ended as at 31 March 2017.**

**The Board's opinion:**

The Board recommends that the Company's operating result for 2017, as detailed in the Enclosure No. 4, be proposed to the 2017 AGM for the further acknowledgment.

**Agenda Item No. 3**      **To consider and approve the audited consolidated financial statements in respect of the fiscal year ended as at 31 March 2017.**

**The Board's opinion:**

The Board recommends that the audited consolidated financial statements in respect of the fiscal year ended as at 31 March 2017 which was reviewed by the Audit Committee, be proposed in the 2017 AGM for further consideration and approval. Details are as shown in the Annual Report attached hereto (Enclosure No. 4).

**Agenda Item No. 4**      **To consider and approve the appropriation of profit as legal reserved and the distribution of dividend derived from the operating results in respect of the fiscal year ended as at 31 March 2017.**

**The Board's opinion:**

The Board recommends that the appropriation of the part of the profit as legal reserve of 20,533,050 Baht and the distribution of dividend derived from the operating result in respect of the fiscal year ended as at 31 March 2017 (in addition to the interim dividend) to the Company's shareholders at rate of 0.15 Baht (Fifteen Satang) per shares for the total number of 2,800 million shares, totalling 420,000,000 Baht (Four hundred twenty million Baht only), be proposed to the shareholders meeting for further consideration and approval. The dividend is to be paid to the shareholders whose name appear in the share register book as of 7 August 2017 which is fixed as the record date to determine the shareholders who are entitled to the dividend payment and 8 August 2017 is fixed as the closing date of share register for preparing a list of the eligible shareholders under section 225 of the securities and Exchange Act. Such dividend payment will be made to the shareholders on 25 August 2017.

In 2016, the Board Directors' Meeting No. 5/2016 which held on 11 November 2016 resolved to approve the payment of interim dividend to the shareholders at the rate of 0.10 Baht (Ten Satang) per share, totalling 280,000,000 Baht. The interim dividend was accordingly paid to the shareholders on 9 December 2016. The dividend payout rate, calculated in combination with the interim dividend payout rate, is equivalent to the dividend payout rate of 50.63 percent, which is in the line with the Company's dividend payment policy.

**Remark:**

However, the above right to receive dividends remains uncertain unless the 2017 AGM has granted its approval.

**Agenda Item No. 5 To consider and approve the appointment of directors to replace those retired by rotation.**

**The Board's opinion:**

The Board considered and rendered its resolution in accordance with the opinion of the Nomination and Remuneration Committee which recommended and the re-election of the 3 directors by rotation to resume their directorships for another term, be proposed to the shareholders' meeting for further consideration and approval:

1. Mr. Chaiwat Atsawintarangkun Director
2. Mr. Pawat Vitoorapakorn Director
3. Mr. Ekawat Vitoorapakorn Director

**Agenda Item No. 6 To consider and approve the determination of directors' remuneration.**

**The Board's opinion:**

The Board recommends that the directors' total remuneration for 2017 (ending 31 March 2018), of not exceeding 10,000,000 Baht which will be paid in form of annual remuneration, meeting allowance and bonus according to the details set out below, be proposed to the shareholders' meeting for further consideration and approval.

Position	Annual remuneration (Baht/year)	Meeting Allowance (Baht/time)	Bonus (Baht/year)	
Board Directors				
Chairman of the Board	384,000	27,000	The Directors' bonus shall be paid to all members in the board of directors as approved by the Nomination and Remuneration Committee	
Director and being Chairman of the Audit Committee	324,000	22,000		
Director and being Chairman of the Executive Committee	324,000	22,000		
Director	264,000	22,000		
The Audit Committee				
Chairman of the Audit Committee	-	17,000		
Audit Committee Member	-	12,000		
The Executive Committee				
Chairman of the Executive Committee	-	-		
The Executive Committee Member	-	-		
The Risk Management Committee				
Chairman of the Risk Management Committee	-	17,000		
Risk Management Committee Member	-	12,000		
The Nomination and Remuneration Committee				
Chairman of the Nomination and Remuneration Committee	-	17,000		
Nomination and Remuneration Committee Member	-	12,000		

In determining the directors' remuneration, the Board has also considered remuneration rates for the sub-committees and the sub-committees shall receive remuneration as set in the above table.

**Agenda Item No. 7**      **To consider and approve the appointment of auditors and to determine auditor's remuneration.**

**The Board's opinion:**

The Board recommends that the appointment of Mr.Sudwin Panyawongkhanti, Certified Public Accountant No. 3534 or Mrs.Anuthai Poomsarakul, Certified Public Accountant No. 3873 or Mr.Krit Chachawanwong, Certified Public Accountant No. 5016 of Pricewaterhousecoopers ABAS Co., Ltd. to be auditors of the Company for financial year 2018, be proposed to the shareholders' meeting for further consideration and approval. Anyone of the above auditors shall review and express his/her opinion on the Company's financial statements. If the nominated auditors are unable to perform their duties for the Company, Pricewaterhousecoopers ABAS Co., Ltd. agrees to designate other qualified members of its team to replace the nominated auditors in order to perform the auditing work on the Company's financial statements. The remuneration for annual audit and quarterly review for the fiscal year 2018, ended as at 31 March 2018 equals to 4,930,000 Baht, excluding other disbursement.

**Agenda Item No. 8**      **To consider and approve the issuance and offering of debentures of not exceeding 2,000,000,000 Baht.**

**The Board's opinion:**

The Board recommends that the issuance and offering of debentures of not exceeding 2,000,000,000 Baht (Two Billion baht) for the use of working capital and to procure fund for business expansion, be proposed to annual general meeting of shareholders for further consideration and approval. Details are as shown in the rationale and objectives for consideration of the shareholders on each agenda attached hereto (the Enclosure No. 2).

**Agenda Item No. 9**      **Other Business (if any).**

The Company has fixed 13 June 2017 as the Record Date in order to determine the names of shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders, and the 14 June 2017 as the closing date of the share register book for gathering the names of the shareholders in accordance to section 225 of the Securities and Exchange Act, respectively.

The Company is pleased to invite the shareholders to attend the 2017 AGM in the above mentioned dated time and venue. The registration will take place at the meeting venue at 7:30 a.m. For convenience, the Company will apply a barcode system to facilitate

the registration process, therefore, the shareholders shall bring registration form that has a barcode as well as evidence showing their right to attend the meeting as stated in Enclosure No.7. Any shareholder who is unable to attend the meeting and wishes to appoint a proxy to attend the meeting and vote on his/her behalf, please use a proxy form attached hereto in Enclosure No.9 or download the forms from the Company's website [www.epg.co.th](http://www.epg.co.th), and affix a 20-Baht stamp duty and send it to **the Company secretary, Eastern Polymer Group PCL, No. 770 Moo.6, Teparak Road, Teparak Sub-district, Mueang District, Samut Prakarn Province 10270** within 24 July 2017.

A shareholder who wishes to appoint a proxy to attend and vote on his/her behalf in the meeting, please use either Proxy Form A or B and submits to the Company before the commencement of the meeting. Shareholders who are stated in the directory as foreign investors and have appointed custodians in Thailand to take custody of their shares can use any of the three proxy forms (Form A, Form B, Form C) Shareholders who cannot attend the 2017 Annual General meeting of Shareholders may appoint an independent director of the Company as a proxy as detailed in the proxy form, to attend and vote in the meeting on his/her behalf.

The notice of the meeting and related documents have been published on the Company's website and the shareholders may download them at [www.epg.co.th](http://www.epg.co.th). The Company gave an opportunity to minor shareholders to exercise their right in proposing an agenda in advance in order to promote good governance practice where one shareholders or more whose aggregated shareholding was more than 5 percent of the issued shares were held for no less than one year would be eligible to propose an agenda for the 2017 Annual General Meeting of Shareholders during 15 February 2017 to 31 March 2017. The Company published the rules in relation to this on its websites as well as the news submitted to the Stock Exchange of Thailand. However, no shareholders proposed any agenda for the meeting.

Sincerely Yours,



Mr. Vachara Tuntariyanond  
Chairman of the Board

Eastern Polymer Group Public Company Limited

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