

22 June 2020

Subject Notice of the 2020 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 2019 Annual General Meeting of Shareholders
4. Annual Report for the 2020 and consolidated financial statements ended as at 31 March 2020 in form of QR Code
5. Profiles of the candidates who have been nominated to replace the directors retiring by rotation
6. Definition of Independent Director
7. Profile of the Company's auditors for the fiscal year ended as at 31 March 2021
8. 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
9. Articles of Association relating to shareholders meeting
10. Proxy form
11. Procedures for attending the 2020 Annual General Meeting of Shareholders
12. Profiles of the independent directors proposed by the Company as proxies
13. 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 (the **2020 AGM**) on **23 July 2020, at 9:00 a.m. at Convention Hall, The Ambassador Hotel Bangkok No.171, Sukhumvit Road, Soi 11, Klongtoey Nua, Wattana, Bangkok 10110** to consider the following agenda:

**Agenda Item No. 1      To acknowledge the Minutes of the 2019 Annual General Meeting of Shareholders.**

**The Board's opinion:**

The Board recommends that the minutes of the 2019 Annual General Meeting of Shareholders, held on 24 July 2019 (the **2019 AGM**), in which the Board views that such minutes has been correctly recorded in accordance with the resolution of the 2019 AGM, be proposed to the 2019 AGM for further acknowledgement. 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 2020.**

**The Board's opinion:**

The Board recommends that the Company's operating result for 2020, as detailed in the Enclosure No. 4 be proposed to the 2020 AGM for the further acknowledgement.

**Agenda Item No. 3****To consider and approve the audited consolidated financial statements in respect of the fiscal year ended as at 31 March 2020.****The Board's opinion:**

The Board recommends that the audited consolidated financial statements in respect of the fiscal year ended as at 31 March 2020 which was audited by the auditor and reviewed by the Audit Committee, be proposed in the 2020 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 2020.****The Board's opinion:**

The Board recommends that the appropriation of the part of the profit as legal reserve of 21,271,000 Baht and the distribution of dividend derived from the operating result in respect of the fiscal year ended as at 31 March 2020 (in addition to the interim dividend) to the Company's shareholders at rate of 0.12 Baht (twelve Satang) per share for the total number of 2,800 million shares, totaling 336,000,000 Baht (Three hundred thirty six Million Baht Only), be proposed to the shareholders meeting for further consideration and approval. The dividend is to be paid to the shareholders whose names appear in the share register book as of 7 August 2020 which is fixed as the record date to determine the shareholders who are entitled to the dividend payment. Such dividend payment will be made to the shareholders on 21 August 2020.

In 2019, the Board Directors' Meeting No. 6/2019, which held on 13 November 2019, resolved to approve the payment of the interim dividends to the shareholders at the rate of 0.10 Baht (ten satang) per share, totaling 280,000,000 Baht. Also, the interim dividend was accordingly paid to the shareholders on 12 December 2019, as a total dividend payment For the financial results ended 31 March 2020, at the rate of 0.22 baht per share (twenty-two satang), totaling 616,000,000 baht. The dividend payout ratio, calculated in combination with the interim dividend payout rate, is equivalent to the dividend payout ratio of 61.64 percent, which is to comply with the Company's dividend payment policy.

**Remark:**

However, the above right to receive dividends remains uncertain unless the 2020 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 has carefully considered and thought that the qualifications of nominated persons are appropriate for the Company's business operation. The Board, therefore, rendered its resolution in accordance with the opinion of the Nomination and Remuneration Committee which recommended and the re-election of the 3 directors who retired by rotation to resume their directorships for another term, be proposed to the shareholders' meeting for further consideration and approval:

- |                                 |                      |
|---------------------------------|----------------------|
| 1. Mr. Chaiwat Atsawintarangkun | Independent 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 the fiscal year ended as at 31 March 2021 at the same rate as previous year, 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	Directors Remuneration Composition		
	Annual remuneration (Baht/year)	Meeting Allowance (Baht/time)	Bonus (Baht/year)
Board of 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 remuneration of directors, the Board of Directors and sub-committees of the Company do not receive any other benefits other than annual remuneration, or meeting allowance, or directors' bonus as detailed above

**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. Krit Chachawanwong, Certified Public Accountant No. 5016 or Mrs. Anuthai Poomsurakul, Certified Public Accountant No. 3873 or Mr. Sa-Nga Chokenitisawat, Certified Public Accountant No. 11251 of PricewaterhouseCoopers ABAS Co., Ltd. to be auditors of the Company for the fiscal year ended as at 31 March 2021, 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 ended as at 31 March 2021 equals to 4,570,000 Baht, excluding other disbursement.

**Agenda Item No. 8**

**To consider and approve the amendment of the Company's Articles of Association**

**The Board's opinion:**

The Board recommends that the amendment of the Company's Articles of Association in Clause 28 and 37, be proposed to the 2020 AGM 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 15 June 2020 as the Record Date in order to determine the names of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date). The Company is pleased to invite the shareholders to attend the 2020 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 or the proxy shall bring registration form that has a barcode as well as evidence showing their right to attend the meeting as stated in Enclosure No.8. 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.10 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, Theparak Road, Theparak Sub-district, Mueang District, Samut Prakan Province 10270 within 17 July 2020.**

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 2020 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 2020 Annual General Meeting of Shareholders during 17 February 2020 to 3 April 2020. 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