



Tor Hor. 029/2561

22 May 2018

**Subject:** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2018

**To:** Shareholders

- Attachments:**
1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders;
  2. Registration Form;
  3. Details of the share repurchase;
  4. Documents or evidence to show that the person attending the Meeting is shareholder or his/her proxy and is entitled to attend the Meeting;
  5. Company's Articles of Associations in relation to the General Meeting of Shareholders;
  6. Map showing the venue of the Meeting;
  7. Information on members of the Audit Committee in support of the proxy of shareholder; and
  8. Proxy Form A and Proxy Form B.

The Board of Directors of TPI Polene Public Company Limited ("the Company") passed a resolution to hold the Extraordinary General Meeting of Shareholders No. 1/2018 on Monday 25 June 2018 at 5:00 p.m., at the Conference Room on 9<sup>th</sup> floor of TPI Tower, 26/56 Chan Tat Mai Road, Thungmahamek Sub-district, Sathorn District, Bangkok, in order to consider matters in accordance with the following agendas:

**Agenda 1**      **To consider and confirm the Minutes of the 2018 Annual General Meeting of Shareholders**

**Opinion of the Board of Directors:** The Board of Directors was of the opinion that it would be appropriate to propose the Minutes of the 2018 Annual General Meeting of Shareholders held on 25 April 2018, and that it had been prepared correctly, to the Extraordinary General Meeting of Shareholders No. 1/2018 to consider and confirm, **per Attachment 1.**

**Agenda 2**      **To consider and approve an amendment of the Company's Articles of Association in connection with the share repurchase**

**Opinion of the Board of Directors:** The Board of Directors was of the opinion that it would be appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2018 to consider and approve that the Company's Articles of Association in the original Article 9 - stating that "The Company shall not own or accept a pledge of its own shares"- be amended, and that the Company's Articles of Associations in the amended Article 9 and Article 9/1 be as follows:

**Article 9** - The Company may not own its own shares or accept a pledge of its own shares, except in the following cases:

(1) The Company may repurchase its shares from a shareholder who votes against the resolution of the meeting of shareholders to amend the Articles of Association of the Company, relating to the right to vote and the right to dividend payment, which is unfair in view of such shareholder.

(2) The Company may repurchase its shares for the purpose of financial management when it has accumulated profits and surplus liquidity, and where such repurchase shall not cause a financial problem for the company.

The shares held by the Company shall not be counted to constitute the quorum of a meeting of shareholders, and such shares shall not have the right to vote and to dividend payment.

The Company shall resell the shares repurchased under the previous paragraph within the timeframe specified in the Ministerial Regulations. If it does not resell or is unable to resell all of the shares within such period, the Company shall decrease its paid-up capital by cancelling the remaining registered but undisposed shares.

The repurchase, resale and cancellation of the shares shall be in accordance with the rules and procedures prescribed in the Ministerial Regulations, and relevant laws.

**Article 9/1** - The repurchase of the Company's shares must be approved by the Meeting of Shareholders, except in a case where the Company has a status of a listed company on the Stock Exchange of Thailand and the said share repurchase is not more than 10% of the paid-up capital. In such a case, the Company's Board of Directors shall have a power to approve the said share repurchase.

**Agenda 3**      **To acknowledge details of the share repurchase**

Opinion of the Board of Directors: The Board of Directors was of the opinion that it would be appropriate to report details of the share repurchase to the Extraordinary General Meeting of Shareholders No. 1/2018 for acknowledgement. The Company would implement the share repurchase following an approval of the Extraordinary General Meeting of Shareholders No. 1/2018 to amend the Company's Article of Associations in connection with the share repurchase, and a registration of the amended Articles of Association with the Department of Business Development, Ministry of Commerce; details of which are as **per Attachment 3**.

**Agenda 4**      **Other matters (if any)**

The Company has fixed the date to determine the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2018 on Friday, 11 May 2018 (Record Date).

The Company would like to invite all shareholders to attend the Meeting on the date, at the time and place as mentioned above. To facilitate and expedite the registration process, the Company shall apply the bar code system for the registration process. Therefore, all shareholders who attend the meeting in person or by proxy shall bring and present the Registration Form - with the bar code enclosed herewith as

**Attachment 2-** to the officer in charge of the registration for attending the Meeting. If you wish to appoint another person to attend and vote for and on your behalf at the Meeting, then please fill-in and sign your name in the proxy form enclosed as **Attachment 8**, and present the said form together with the Registration Form with the bar code to the Chairman of the Board or the person designated by the Chairman prior to attending the Meeting. For maintaining the right and benefits of shareholders in case of an inability to attend the meeting in person and having intended to authorise the Company's Audit Committee to act as a proxy in attending the meeting, and voting on your behalf; the shareholders can authorise the Company's Audit Committee (whose names and particulars appear in **Attachment 7**) to act as the proxy in attending the meeting and voting on your behalf.

In addition, in order for you to be adequately prepared for attending the Meeting, the Company has provided details of the documents or evidence required to be presented to show that the people attending the Meeting are shareholders or their proxies and are entitled to attend the Meeting per **Attachment 4**.

Yours faithfully,  
By order of the Board of Directors  
TPI Polene Public Company Limited



(Mrs. Orapin Leophairatana)  
Senior Executive Vice President