



**The Company hereby notifies that there will be no gift to be distributed for this Meeting of Shareholders**

Tor Hor. 008/2562

22 March 2019

**Subject:** Invitation to the 2019 Annual General Meeting of Shareholders

**To:** Shareholders

- Attachments:**
1. Copy of the Minutes of the 1/2018 Extra General Meeting of Shareholders;
  2. The 2018 Annual Report (in CD-Rom) together with Balance Sheets and Profit and Loss Statements for the period ended 31 December 2018;
  3. Resume of the proposed new directors;
  4. Rules, qualifications, and definitions of independent directors of the Company are in accordance with the notifications of the Capital Market Supervisory Board;
  5. Registration Form;
  6. Documents or evidence to show that the person attending the Meeting is shareholder or his/her proxy and is entitled to attend the Meeting;
  7. Company's Articles of Associations in relation to the General Meeting of Shareholders;
  8. Map showing the venue of the Meeting;
  9. Information on members of the Audit Committee in support of proxy of shareholder; and
  10. Proxy Form A. and Proxy Form B.

The Board of Directors of TPI Polene Public Company Limited ("the Company") has passed a resolution to hold the 2019 Annual General Meeting of Shareholders on Monday 29 April 2019 at 4:30 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 1/2018 Extra 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 1/2018 Extra General Meeting of Shareholders held on 25 June 2018, which the Board of Directors was of the opinion that it has been prepared correctly, to the 2019 Annual General Meeting of Shareholders to consider and confirm, **per Attachment 1.**

**Agenda 2**      **To acknowledge the 2018 operating result of the Company**

Opinion of the Board of Directors: The Board of Directors was of the opinion that it would be appropriate to present the summary report on the operating result of the Company for the year 2018 and the material changes in the year 2018 to the 2019 Annual General Meeting of Shareholders for acknowledgement.

**บริษัท ทีพีโอ โพลีน จำกัด (มหาชน)**

**TPI POLENE PUBLIC COMPANY LIMITED**

**Agenda 3**      **To acknowledge the Audit Committee’s report on the 2018 operating result of the Company**

Opinion of the Board of Directors: The Board of Directors was of the opinion that it would be appropriate to propose the Audit Committee’s report on the 2018 operating result to the 2019 Annual General Meeting of Shareholders for acknowledgement, **per Attachment 2.**

**Agenda 4**      **To consider and approve Balance Sheets and Profit and Loss Statements for the year 2018 ended 31 December 2018**

Opinion of the Board of Directors: The Board of Directors was of the opinion that it would be appropriate to propose the Balance Sheets and Profit and Loss Statements for the year 2018 ended 31 December 2018 audited by the auditor of KPMG Phoomchai Audit Limited and approved by the Audit Committee of the Company to the 2019 Annual General Shareholders’ Meeting for approval, **per Attachment 2.**

**Agenda 5**      **To consider and approve an appropriation of the legal reserve and declaration of dividend for the year 2018**

Opinion of the Board of Directors: The Board of Directors was of the opinion that it would be appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the appropriation of the legal reserve and the declaration of dividend for the year 2018 which has been considered by taking into account the dividend payment policy to continually pay the dividend while the Company can maintain its financial liquidity in a level appropriate to the business operation and the Company’s operating result as follows:

1. Appropriate for the legal reserve for the year 2018 in the amount of Baht 12,620,506.68 (twelve million six hundred twenty thousand five hundred and six baht and sixty eight satang)
2. Pay dividend for the 2018 operating result at Baht 0.02 per share, totaling Baht 383,610,000 (three hundred eighty three million six hundred and ten thousand baht) (excluding treasury stocks that the Company has purchased back in the number of 1,009,500,000 (one billion nine million five hundred thousand) shares as those shares would not be entitled to receive dividend payment as prescribed by applicable law), the payment of which shall be from the Company’s retained earnings at the end of 2018. The list of designated shareholders entitled to receive the dividend has been fixed to be on Thursday, 14 March 2019 and the dividend payment date has been fixed to be on Thursday, 16 May 2019 from the retained earnings at a taxable rate of 30 percent. A natural person shareholder can apply for a tax credit equivalent to the dividend multiplied by three and divided by seven.

The right of shareholders to receive the dividend payment is uncertain as the dividend payment is also subject to approval of the 2019 Annual General Meeting of Shareholders.

**Agenda 6**      **To consider and appoint the auditors and fix the audit fee for the year 2019**

Opinion of the Board of Directors: The Board of Directors, having considered and agreed with the proposal of the Audit Committee to consider and select KPMG Phoomchai Audit Limited as the audit firm, resolved that it would be appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and fixing the audit fee as follows:

1. Appoint the Company's auditors for the year 2019 as follows:

- Mr.Bunyarit Thanormcharoen, CPA Reg. No. 7900
- Mr.Ekkasit Chuthamasathit, CPA Reg. No. 4195 or
- Mr.Nattapongse Thantijatthanond, CPA Reg. No. 8829;

of the KPMG Phoomchai Audit Limited who are auditors with qualifications in line with the notification of the Securities and Exchange Commission.

2. Approve the audit fees for the Company's financial statements for the year 2019 at Baht 5,680,000 (five million, six hundred eighty thousand baht) (the audit fee for the Company's 2018 financial statement was Baht 5,680,000 (five million, six hundred eighty thousand Baht), the same amount as that of the year 2018, excluding additional expenses, e.g., travelling expenses, accommodation, overtime pay, per diem, service fee for preparing the financial statements , service fee for auditing the compliance with the conditions under the Board of Investment Certificate.

In this regard, the audit firm and the auditors as proposed above do not have relationships or interests with the Company / the Executives / majority shareholders or any persons related to them.

**Agenda 7**      **To consider and elect new directors in replacement of those retired by rotation**

Opinion of the Board of Directors: in 2019, there are 5 directors who are due to retire by rotation, namely:

- |    |                            |  |
|----|----------------------------|--|
| 1. | Mr. Prachai Leophairatana  | Chief Executive Officer / Executive Director             |
| 2. | Dr. Pramuan Leophairatana: | President / Executive Director                           |
| 3. | Dr. Chavin Iamsopana       | Executive Director                                       |
| 4. | Ms. Malinee Leophairatana  | Director   |
| 5. | Mr. Supoj Singhsaneh       | Chairman of the Audit Committee and Independent Director |

The Board of Directors, excluding those who have conflicts of interest, having considered the qualifications of each of the directors who are due to retire by rotation and was of the opinion that each of the directors had background and expertise in various fields, leadership, broad vision, good morale and ethics, transparent working background, and have the ability to independently express opinion and possess appropriate qualifications fit for the Company's business. In addition, the said directors performed their duties well and regularly as members of the committees and sub-committees while they were in the office as the directors incurring benefits to the Company throughout the period of their directorship. The Board of Directors therefore opined that it would be



appropriate to propose to the Annual General Meeting of Shareholders to consider and re-elect the said 5 directors as the Company's directors with the same authorities for another term. The Resume of the proposed new directors is enclosed herewith as **Attachment 3**.

**Agenda 8**      **To acknowledge the remuneration of the directors**

Opinion of the Board of Directors: The Board of Directors was of the opinion that it would be appropriate to report the remuneration of the directors in 2018 to the 2019 Annual General Meeting of Shareholders for acknowledgement as per the details attached hereto as **Attachment 2**.

**Agenda 9**      **Any other matters (if any)**

The Company has fixed the date to determine the list of Shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders and to receive the dividend on Thursday, 14 March 2019 (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 5** 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, please fill in and sign your name in the proxy form enclosed herewith as **Attachment 10** 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 a right and benefits of shareholders in case of inability to attend the meeting in person and having intended to authorize the Company's Audit Committee to act as a proxy in attending the meeting and voting on your behalf, the shareholders can authorize the Company's Audit Committee whose names and particulars appear in **Attachment 9** to act as the proxy in attending the meeting and voting on your behalf.

In addition, the Company has provided the details of documents or evidence required to be presented to show that persons attending the Meeting are shareholders or their proxies and entitled to attend the Meeting per **Attachment 6** for you to be prepared for attending the Meeting.

Sincerely yours,  
By order of the Board of Directors  
TPI Polene Public Company Limited



(Mrs. Orapin Leophairatana)  
Senior Executive Vice President