

EPG-CS-003-2019

27 May 2019

**Subject:** Approval of Consolidated Financial Statement, Dividend Payment, Schedule for the 2019 Annual General Meeting of Shareholders, and Establishing an Overseas Joint Venture of the Subsidiary

**Attention:** President  
The Stock Exchange of Thailand

The Board of Directors' Meeting of Eastern Polymer Group Public Company Limited (the "Company") No. 3/2561, convened on 27 May 2019, passed the following resolutions regarding approval of financial statement, dividend payment, Schedule for the 2019 Annual General Meeting of Shareholders, and Establishing an Overseas Joint Venture of the Subsidiary:

1. It is resolved to propose to the Annual General Meeting of Shareholders to consider and approve the audited consolidated financial statement in respect of the financial year ended as at 31 March 2019.
2. It is resolved to propose to the Annual General Meeting of Shareholders to consider and approve the appropriation of the net profits as legal reserve fund of Baht 11,620,370, and the distribution of dividend from the operating result of the fiscal year ended as at 31 March 2019, apart from the interim dividend to the Company's shareholders, at the rate of Baht 0.14 per share (Fourteen Satang) for 2,800,000,000 shares, totaling THB 392 million (Three hundred ninety two Million Baht Only) from the Net Profit and retain earning from separate financial information, provide that 7 August 2019 is fixed as the record date for determining the shareholders entitled to the dividend payment. The dividend is scheduled to be paid to the shareholders on 22 August 2019.
3. It is resolved to propose to the Annual General Meeting of Shareholders to consider and approve the re-appointment of directors who will retire by rotation to resume their directorship for another term as follows:
  1. Mr. Vachara Tuntariyanond Chairman of the Board and Independent Director
  2. Mr. Tanachai Santichaikul Independent Director
  3. Mr. Chamnan Vitoorapakorn Director

4. It is resolved to propose to the Annual General Meeting of Shareholders to consider and approve the determination of remuneration of directors for the fiscal year ended as at 31 March 2020 in the form of annual remuneration, meeting allowance, and bonus in the total amount not exceeding Baht 10,000,000 (Ten Million Baht) with the following details:

Position	Annual Remuneration (Baht/Year)	Meeting Allowance (Baht/Meeting)	Bonus (Baht/Year)
<b>The Company's Board of Directors</b>			The directors' bonus shall be paid to the entire board of directors as approved by the Nomination and Remuneration Committee
Chairman of the Board of Director	384,000	27,000	
Director and Chairman of the Audit Committee	324,000	22,000	
Director and Chairman of Executive Committee	324,000	22,000	
Directors	264,000	22,000	
<b>Audit Committee</b>			
Chairman of the Audit Committee	-	17,000	
Members of the Audit Committee	-	12,000	
<b>Executive Committee</b>			
Chairman of Executive Officer	-		
Executive Officers	-		
<b>Risk Management Committee</b>			
Chairman of the Risk Management Committee	-	17,000	
Members of the Risk Management Committee	-	12,000	
<b>Nomination and Remuneration Committee</b>			
Chairman of the Nomination and Remuneration Committee	-	17,000	
Members of the Nomination and Remuneration Committee	-	12,000	

5. It is resolved to propose to the Annual General Meeting of Shareholders to consider and approve appointing Mr. Sudwin Panyawongkhanti, Certified Public Accountant No.3534, or Mrs. Anuthai Poomsurakul, Certified Public Accountant No. 3873, or Mr. Krit Chachawanwong, Certified Public Accountant No. 5016, of PricewaterhouseCoopers ABAS Limited Company as the Company's auditors for the financial year ended on 31 March 2020, and any one being authorized to conduct the

audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited Company is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Limited Company to carry out the work.

6. It is resolved to schedule the date for the 2019 Annual General Meeting of Shareholders on 24 July 2019 at 9:00 hrs. at the Ambassador Hotel, Sukhumvit Soi 11 Road, Bangkok with the agenda for the 2019 Annual General Meeting of Shareholders as follows:
  - Agenda 1 To acknowledge the Minutes of the 2018 Annual General Meeting of Shareholders.
  - Agenda 2 To acknowledge the report on the Company's operating result for the fiscal year ended as at 31 March 2019.
  - Agenda 3 To consider and approve the audited consolidated financial statements for the fiscal year ended as at 31 March 2019.
  - Agenda 4 To consider and approve the appropriation of profits as legal reserve and dividend payment from the operating result of the year ended as at 31 March 2019.
  - Agenda 5 To consider and approve the appointment of directors replacing those retired by rotation.
  - Agenda 6 To consider and approve the directors' remuneration.
  - Agenda 7 To consider and approve the appointment of the auditor and their remuneration.
  - Agenda 8 Other business (if any)
7. It is resolved to fix 12 June 2019 as the record date for determining the shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders.
8. It is resolved to fix 7 August 2019 as the record date for determining the shareholders who are entitled to for the rights to receive the dividend.
9. To establish an Overseas Joint Venture of the Subsidiary.

Aeroklas (Shanghai) Co.,Ltd. ("Aeroklas-SH") (the subsidiary of the Company) shall joint venture with Sailing Technology Co., Ltd. (Republic of China) with the following details

Registered capital	20 Million Renminbi (CNY) (Approximately 93.53 Million Baht*)
Holding Proportion	<ul style="list-style-type: none"> <li>- Aeroklas (Shanghai) Co.,Ltd holds 49% of registered capital of the Joint Venture.</li> <li>- Sailing Technology Co., Ltd. holds 51% of registered capital of the Joint Venture.</li> </ul>
Nature of Business	Manufacturing and distributing Automotive and accessories products for OEM ODM to Automakers and other retails customers
Board Structure	There are 5 directors, appointed according to the shareholding proportion.
Effective date	Expect to start commercial operations by early 2020
Expected return	<ul style="list-style-type: none"> <li>- The counterparty in Joint Venture has know-how in production and marketing in Chinese Automotive Business, as well as the capabilities in Chinese market expansion</li> <li>- Able to utilize the counterparty's factory in other cities (other than Shanghai) to reduce the operating cost.</li> </ul>
Source of Fund	Aeroklas Cashflow and Corporate Loan

The aforementioned transaction is in accordance to Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 "Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets which came into force as of August 31, 2008 (as amended), and the Notification of the Board of Governors of the Exchange of Thailand on the Disclosure of information and Other Act of Listed company concerning the Acquisition and Disposition of Asset B.C. 2004 which came into force as of October 29, 2004. After calculation, the size of transaction is 0.342% of the total asset value of Company (Maximum acquisition value Criteria). When calculating the size of transactions in the past 6 months of the Company, the maximum value of transaction is 3.394% of total assets of the Company

Total Value of Consideration	=	45.83 Million Baht. x 100
Total Assets of the Company		13,393.19 Million Baht
(According to consolidated financial statements reviewed by certified auditor as of 31 March 2019)	=	0.342 %

\*The currency exchange of 1 Renmenbi (CNY) equal 4.6764 Baht as of 23 May 2019

The aforementioned joint investment is not connected transactions according to the notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Guidelines for connected transactions, and notification of the Securities and Exchange Commission of Thailand Re: The disclosure of information and the practice of listed company for connected transaction B.C. 2003 dated 19 November 2003.

Please -be informed accordingly.

Yours sincerely,

***Mr. Pawat Vitoorapakorn***

Chief Executive Officer