



บริษัท ฝาฉีบ จำกัด (มหาชน)

CROWN SEAL PUBLIC COMPANY LIMITED

Notice of the 26th Annual General
Meeting of Shareholders for 2019

Friday, April 19, 2019 at 10:30 a.m.

at Ballroom I, The Sukhothai Hotel

Please bring personal ID and Proxy Form in case of granting proxy
for your convenience.

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No. SorLorNor. 037/2019

Date March 18, 2019

Subject Invitation to attend 2019 Annual General Meeting of Shareholders (The 26th Meeting)

To Shareholders

- Attachments**
1. A Copy of the Minutes of 2018 Annual General Meeting of Shareholders (The 25th Meeting).
 2. Annual Report for the year 2018, including Financial Statements for the fiscal year ended December 31, 2018.
 3. Profiles of the persons nominated to be directors in replacement of those to be retired by rotation.
 4. Definitions of independent directors of Crown Seal Public Company Limited.
 5. Details of Auditors and audit fees.
 6. Proxy Form B.
 7. Details of independent directors for proxy granting of shareholders.
 8. The required documents to attend the Shareholders Meeting and the procedures for attending the 2019 Annual General Meeting of Shareholders (The 26th Meeting).
 9. Articles of Association of the Company relating to the Shareholder Meeting.
 10. Map of The Sukhothai Hotel.

Notice IS HEREBY GIVEN that, by virtue of the resolutions of the Board of Directors of Crown Seal Public Company Limited (the Company) held on Friday, February 21, 2019, the 2019 Annual General Meeting of Shareholders (The 26th Meeting) will be held on Friday, April 19, 2019 at 10.30 hours at Ballroom I, The Sukhothai Hotel, 13/3 South Sathorn Road, Tungmahamek Sub District, Sathorn District, Bangkok 10120 to consider the matters according to the agenda together with the Board of Directors' opinion as follows:

Agenda 1 To adopt the Minutes of the 2018 Annual General Meeting of Shareholders (The 25th Meeting)

Background Information The Minutes of the 2018 Annual General Meeting of Shareholders (The 25th Meeting) held on April 25, 2018 were made within 14 days from the date of the General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's website (www.crownseal.co.th). A copy of the said Minutes is attached in Attachment No.1.

Board of Directors' opinion The Board considers that the Minutes of the 2018 Annual General Meeting of Shareholders (The 25th Meeting) held on April 25, 2018 have been made correctly and recommends the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to consider and adopt the said Minutes. In addition, the Company has posted the Minutes of the 2018 Annual General Meeting of Shareholders (The 25th Meeting), together with this Notice and documents relating to the 2019 Annual General Meeting of Shareholders (The 26th Meeting) on the Company's website since March 28, 2019.

Vote Required Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 2 To acknowledge the 2018 Annual performance Report

Background Information The report of the operating performance of the Company for the Year 2018 is summarized in the 2018 Annual Report sent to the Shareholders with this Invitation as Attachment No. 2.

Board of Directors' opinion The Board requests the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to acknowledge the operating performance of the Company for during the Year 2018.

Vote Required This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 3 To consider and approve the Statement of Financial Position and Income Statement ended December 31, 2018

Background Information To be compliance with relevant law stipulating that a company shall prepare the Statement of Financial Position and Income Statement at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

Board of Directors' opinion The Board requests the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to consider and approve the Statement of Financial Position and Income Statement of the fiscal year ended December 31, 2018, as duly audited and certified by the auditor of KPMG Phoomchai Audit Ltd., and reviewed by the Audit Committee. The summary of the Company's Statement of Financial Position and Income Statement of the Year 2018 is as follows:

The Statement of Financial Position and Income Statement

Unit: Million Baht

	Financial Statements in Which Equity Method is Applied		Separate Financial Statements	
	2018	2017	2018	2017
Total Assets	-	-	4,159	3,684
Total Liabilities	-	-	787	596
Revenue from Sales	-	2,486	2,686	2,486
Total Revenue	-	2,822	3,191	2,816
Profit for the year	-	250	330	240
Basic Earnings per Share (Baht/share)	-	4.73	6.25	4.55

The details are presented in the section “Financial Statements” of the 2018 Annual Report sent to the Shareholders with this Invitation as Attachment No. 2.

Vote Required

Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 4

To consider and approve the allocation of profit and the dividend payments from the operation of the Company for the Year 2018

Background Information

The dividend payment policy of the Company is to pay not more than 50 percent of the annual net profit and under section 116 of the Public Company Limited Act B.E. 2535, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any). The dividend payments for shareholders will be subject to the net profit, cash flow, investment plans of the Company in the future and other necessities.

Board of Directors’ opinion

In 2018, the Company has earned a net profit in the amount of 330,193,688 Baht and has carried no retained loss. In addition, the Company has sufficient cash flow to pay dividends. It is considered appropriate for the meeting to approve the dividends for the 2018 operating year of the Company since January 1, 2018 to December 31, 2018 for common shares at the rate of 1.50 Baht per share, accounting to 78,001,113 Baht and for the preferred shares at the rate of 3.00 Baht per share accounting to 2,397,774 Baht. Grand total amount of dividend payments is 80,398,887 Baht or 24.35 percent of net profit in compliance with the Company’s Article Association and dividend payment policy.

The record date on which the recorded shareholders have the right to receive dividends is on March 8, 2019 and the dividends will be payable on May 10, 2019. The right to receive dividends, as the case may be, is uncertain, as it has not yet been approved by shareholders.

Detail	2018 Proposal for Approval	2017 Approved	2016 Approved
Net Profit	330,193,688 Baht	240,465,057 Baht	381,010,176 Baht
Dividend payment rate			
1. Common Share	1.50 Baht/Share	1.50 Baht/Share	2.50 Baht/Share
2. Preferred Share	3.00 Baht/Share	3.00 Baht/Share	4.00 Baht/Share
3. Total dividend payment	80,398,887 Baht	80,399,982 Baht	133,199,982 Baht
4. Percentage to net profit	24.35	33.44	34.96

In this regard, the shareholders shall be entitled to a tax credit on the dividends for the Year 2018, which shall be paid pursuant to the details above at the rate of 20 percent.

Vote Required

Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 5

To consider and elect the directors in replacement of those to be retired by rotation

Background Information

In order to comply with the Public Company Limited Act and the Articles of Association of the Company, one-third of the directors must retire from their offices at the Annual General Meeting of Shareholders. If the number of directors cannot be exactly divided then the number of retired directors shall be nearest to one-third. Moreover, in order to promote Good Corporate Governance, the Company gave the shareholders an opportunity to recommend director nominees to be elected as directors during October 1, 2018 to December 28, 2018 but no person proposed this on that occasion.

The Directors who will retired by rotation at the 2019 Annual General Meeting of Shareholders (The 26th Meeting) are:

1. Mr. Hisashi Nakajima Non-Executive Director
2. Mr. Yoshiki Miyatani Non-Executive Director
3. Mr. Hisatoshi Itsubo Non-Executive Director and Member of the Nomination and Remuneration Committee
4. Mr. Panthep Supachaiyakit Executive Director/ Member of the Executive Committee and President

Board of Directors' opinion The Board of Directors thus recommends the 2019 Annual General Meeting of Shareholders (The 26th Meeting) the re-election of those four retiring directors to be the Company's directors for another term as follows:

1. Mr. Hisashi Nakajima Non-Executive Director
2. Mr. Yoshiki Miyatani Non-Executive Director
3. Mr. Hisatoshi Itsubo Non-Executive Director and Member of the Nomination and Remuneration Committee
4. Mr. Panthep Supachaiyakit Executive Director/ Member of the Executive Committee and President

The nominated persons have passed the screening process of the Nomination and Remuneration Committee and have the qualifications appropriate for the business operation of the Company and possess the qualifications of listed company's directors entirely. For the persons nominated as independent directors, the Board of Directors had considered that they could express opinions independently and in accordance with the relevant rules. In this regard, the Company gave the shareholders an opportunity to recommend director nominees to be elected as directors, but no shareholders proposed this on that occasion. Together with this letter, the profiles of these persons proposed to be directors, and the definitions of the Company's independent directors are enclosed as Attachment No. 3 to support the shareholders' consideration.

Vote Required The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until the Director positions are filled.

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

Background Information In order to comply with the Public Company Limited Act B.E. 2535, Section 120 which the Annual General Meeting has to consider appointing the Auditors and approve the audit fee annually. For the year 2019, the Board of Directors with the endorsement of the Audit Committee opined that auditors from EY Office Limited, by Mr. Chayapol Suppasertanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 should be appointed as the Company's auditors. Due to the fact that KPMG. Phoomchai Audit Limited offered audit fees of 1,270,000 Baht increased from the year 2018 amounting to 220,000 Baht or equivalent to 21% and higher than EY Office Limited amounting to 140,000 Baht or equivalent to 12%. Furthermore, the Company has used EY Office Limited audit service for up to 14 years and the Board has opinion that the

auditors from EY Office Limited have qualifications under the regulations of the Office of the Securities Exchange Commission and proposes that the audit fees for the year 2019 should be 1,130,000 Baht. The details are provided in Attachment No. 5.

Board of Directors' opinion The Board of Directors agreed as recommended by the Audit Committee and thus recommends the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to appoint the Auditors from EY Office Limited, by Mr. Chayapol Suppasedtanon Certified Public Accountant number 3972, and/or Ms. Orawan Techawatanasirikul Certified Public Accountant number 4807, and/or Ms. Sumana Punpongsanon Certified Public Accountant number 5872 to be the Company's Auditors, whereby any one of them being authorized to conduct the audit and to express opinion regarding to the financial statements of the Company. The shareholders should also fix the Auditors' fee for the Year 2019 at the amount of 1,130,000 Baht.

Vote Required Simple majority of total number of votes of the shareholders present at the meeting and eligible vote.

Agenda 7 To consider and approve the remuneration of the Company' Directors and the Sub-committee members for the year 2019

Background Information The Directors' remuneration and the Sub-committee members shall be determined from duties and responsibilities, the Company's business performance as well as compared with the listed companies on the Stock Exchange of Thailand with the peer companies. The 2018 Annual General Meeting of Shareholders (The 26th Meeting) approved the Directors' remuneration and the Sub-committee members for the year 2018 at 4,200,000 Baht and no other benefit alike this year, the Board of Directors proposed to maintain the Directors' remuneration and the Sub-committee members for the year 2019 in the same amount.

Board of Directors' opinion In accordance with the Good Corporate Governance Principle, the shareholders should consider approving the Directors' remuneration and the Sub-committee members year by year. It is considered appropriate proposing to maintain the Directors' remuneration and the Sub-committee members for the year 2019 in the total amount of 4,200,000 Baht which is the same amount approved by the 2018 Annual General Meeting of Shareholders (The 25th Meeting). According to the proposal the Nomination and Remuneration Committee which determined from duties and responsibilities, the Company's business performance and the rate compared with other companies within the same industry of similar size. The details are summarized as below:

Unit : Baht

Item	Y 2019 Estimated	Y 2018	
		Approved	Actual
1. Board of Directors' remuneration			
1.1 Retainer fee	2,040,000	2,040,000	1,980,000
1.2 Attendance fee	1,050,000	1,050,000	880,000
2. Sub - committees			
2.1 Executive Committee			
- Retainer fee	540,000	540,000	450,000
2.2 Audit Committee			
- Attendance fee	260,000	260,000	200,000
2.3 Nomination and Remuneration Committee			
- Attendance fee	130,000	130,000	330,000
3. Reserve for Attendance fee	180,000	180,000	-
4. Other Benefits	-	-	-
Total	4,200,000	4,200,000	3,840,000

The Directors who also reserve the Company's management are not allowed to receive the attendance fee of the Board and retainer fee of the Executive Committee.

The above-mentioned remuneration and attendance fee will be effective from the date of approval by the 2019 Annual General Meeting of Shareholders' meeting (The 26th Meeting) shall resolve otherwise.

Apart from monetary remuneration, the Company does not grant other privileges to the Directors, as same as the year 2018.

Details of the charter of the Board of Directors and each Sub-committee and their remunerations in the year 2018 are appeared in the 2018 Annual Report provided here as Attachment No. 2.

Vote Required

Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Agenda Item 8 To consider and approve the amendment to clause 4 of the Company's Memorandum of Association

Background Information As the shareholder has exercised his right to convert preferred shares into ordinary shares for the total of 730 shares resulting in the increase of ordinary shares from 52,000,012 to 52,000,742 shares and the decrease of preferred shares from 799,988 to 799,258 shares.

Board of Directors' opinion The Board requests the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to consider and approve the amendment to clause 4 of the Company's Memorandum of Association so as to reflect the change in the Company's shares, to be read as follows:
Clause 4.

The registered capital	528,000,000 Baht	(Five Hundred Twenty Eight Million Baht)
Divided into	52,800,000 Shares	(Fifty Two Million Eight Hundred Thousand Shares)

Par valued	10 Baht	(Ten Baht) each
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By dividing into:

Ordinary shares	52,000,742 Shares	(Fifty Two Million seven hundred and forty two shares)
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Preferred shares	799,258 Shares	(Seven hundred and ninety nine thousand two hundred and fifty eight shares)
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Vote Required Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 9 To consider and approve the amendment to clause 20 of the Company's Articles of Association

Background Information Due to the issuance of the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business which has amended Section 100 of the Public Limited Companies Act B.E. 2535 (1992) regarding the right of shareholders to call an extraordinary general meeting, the existing provision Clause 20 of the Company's Articles of Association which in line with the former regulation shall no longer be applied and enforceable as it is in conflict with the Order

The Board requests the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to consider and approve the amendment to clause 20 of the Company's Articles of Association, in order to be in compliance with the Order as follows:

Present	Proposed Amendment
<p>Article 20. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their name in a request directing the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within one month of the date of receipt of such request from the said shareholders.</p>	<p>Article 20. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so.</p> <p><i>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at the any time, but the subject and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</i></p> <p><i>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</i></p> <p><i>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 23, the shareholders as prescribed under paragraph two shall be collectively responsible to the Company for expenses arising from such meeting.</i></p>

Board of Directors' opinion The Board requests the 2019 Annual General Meeting of Shareholders (The 26th Meeting) to consider and approve the amendment to clause 20 of the Company's Articles of Association to comply with Section 100 of the Public Limited Company Act B.E. 2535, which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560, by discarding the existing provision and adopting the proposed provision, together with pursuing the registration of the amendments thereafter.

Vote Required Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda Item 10 **Other Business (if any)**

Pursuant to section 105 of the Public Company Limited Act B.E. 2535 any shareholders may raise additional topics to be agenda for consideration at the Shareholder meetings. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

Kindly be informed that, in addition to determine the entitlement of shareholders to attend the Annual General Meeting for the year 2019, the schedule of the record date was fixed on March 8, 2019.

You are cordially invited to attend the Meeting on the date, time and venue specified above. Shareholders who are unable to attend the Meeting and wish to appoint the proxy or the Company's Independent Director to attend the Meeting and vote on their behalf, please use the proxy form as Attachment No. 6, executing an Independent Director name listed as Attachment No. 7. The proxy should be sent in advance for speedy registration process together with the required documents to the Company Secretary Office, Crown Seal Public Company Limited, 5 Soi Rangsit-Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130 before April 10, 2019.

In addition, you may appoint an Independent Director not to be retired by rotation in 2019 Annual General Meeting of Shareholders (The 26th Meeting) from and among the following Independent Directors:

- | | |
|---------------------|---------------|
| 1. Mr. Dhep | Vongvanich |
| 2. Mrs. Pilai | Piemphongsarn |
| 3. Mr. Satit | Chanjavanakul |
| 4. Prof.Dr. Suwimon | Keeratipibul |
| 5. Mr. Pongpanu | Svetarundra |

Profiles of the Independent Directors proposed by the Company to act as proxy for shareholders are provided here with as Attachment No.7.

Should you have any further query on the proxy, please contact the Company Secretary Office directly at telephone number (662) 533-0450 ext. 638, 635 from Monday – Friday from 8:10 a.m. to 5:10 p.m.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Panthep Supachaiyakit', is centered on a light yellow rectangular background.

(Mr. Panthep Supachaiyakit)

President

-Translation-

Crown Seal Public Company Limited
Minutes of Annual General Meeting of Shareholders No.25
April 25, 2018
Vimarnsuriya Room, The Dusit Thani Hotel

The Company had registered capital with paid-up at the amount of THB 528,000,000 which divided into ordinary shares 52,000,012 shares and preferred shares 799,988 shares. The total amount of shareholders and granting proxy of 122 persons presented with 36,393,910 shares or 63.93% of total shares which constituted a quorum.

Directors presented at the meeting:

- | | | |
|-----------------------------------|---------------|---|
| 1. Mr. Dhep | Vongvanich | Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee |
| 2. Mr. Pornwut | Sarasin | Vice-Chairman |
| 3. Mrs. Pilai | Piemphongsarn | Independent Director and Chairman of the Audit Committee |
| 4. Mr. Satit | Chanjavanakul | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 5. Prof. Dr. Suwimon Keeratipibul | | Independent Director, Member of the Executive Committee and Member of the Nomination and Remuneration Committee |
| 6. Mr. Dhitivute | Bulsook | Director |
| 7. Mr. Hisashi | Nakajima | Director |
| 8. Mr. Ichio | Otsuka | Director |
| 9. Mr. Yoshiki | Miyatani | Director |
| 10. Mr. Hisatoshi | Itsubo | Director and Member of the Nomination and Remuneration Committee |
| 11. Mr. Takayuki | Sasou | Director and Member of the Executive Committee |
| 12. Mr. Akihiko | Kato | Director and Member of the Executive Committee |

Directors absent the meeting:

- | | | |
|--------------|-------------|---|
| Mr. Pongpanu | Svetarundra | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
|--------------|-------------|---|

Management presented at the meeting:

- | | | |
|----------------|---------------|--|
| 1. Mr. Panthep | Supachaiyakit | President |
| 2. Mr. Ruj | Tantsetthi | Vice President-Plant |
| 3. Mr. Preecha | Suthivechakun | Deputy Vice President-Quality Assurance |
| 4. Ms. Chutima | Damrongsak | Deputy Vice President-Finance and Accounting |

Executive from Nippon Closures Co., Ltd.

1. Mr. Masutaka Hosono Executive Operating Office & General Manager, International Operations, Nippon Closures Co., Ltd.
2. Mr. Hideki Ino Manager, International Business Department, Nippon Closures Co., Ltd.

External auditors attended the meeting from EY Office Limited:

Ms. Rungpeth Thaweerattanasil

Legal advisors attended the meeting and witness in counting votes from S.A.T. Associates Legal and Tax:

1. Mr. Thienwit Chaichulee
2. Ms. Phakamas Boonlor

Mr. Dhep Vongvanich, Chairman of the Board of Directors, subsequently conveys his appreciation to shareholders attending the 25th Annual General Meeting of Shareholder, 2018. The meeting is convened by having Mr. Suwat Wongtheerachavalit, Improvement Process Senior Officer performing duty as the interpreter and Miss. Napaporn Temeesrisuk, the Company Secretary and the Secretary to the Board of Directors performing duty as the Minutes of Meeting Recorder.

The Chairman makes his remarks to open the meeting at 10:30 hours.

Miss. Napaporn Temeesrisuk gives the meeting her explanations on the steps of vote casting and vote counts in each agenda which can be concluded as follows:

1. Vote counting of each agenda: In case that there is none of disapproving shareholders or abstention, the Company will assume that the shareholders approve according to each shareholder's votes to that agenda.
2. For the shareholders disapprove or abstain, please fill the name and surname into the voting card, given by the Company and raise the hand in order that the officer can collect, record and deduct from total votes of the shareholders then report the summary to the meeting.
3. For a shareholder casting the vote wrongly in the ballot such as casting the vote in disapproval or abstention in the same ballot, casting the vote for more than 1 choice, altering voting in the ballot by crossing off the original voting without endorsing signatures and/or subscribing signatures in the ballot, etc., the ballot shall be deemed to be voided in such agenda.
4. For voting of 5th agenda, "To consider the election of directors in replacement of the directors who retired by rotation", the Company will offer the election of the director individually so that the shareholders can vote the director one by one and vote as same as other agenda.
5. The Company will recheck the ballots once again when they are all collected after the meeting is closed. If the votes in approval, disapproval and abstention are not correct or are voided ballots which may result in the votes in rendering the resolution to alter according the correct fact, correction will be made accordingly before the meeting resolution is publicized through website of the Stock Exchange of Thailand on the succeeding day.

6. The Company will disclose the minutes of meeting to the shareholders through the Company website within 14 days after meeting date.

Agenda 1: To adopt the minutes of the 24th Annual General Meeting of Shareholders for 2017.

Mr. Dhep Vongvanich, Chairman, presented the minutes of the 24th Annual General Meeting of Shareholders for 2017 held on April 18, 2017 which had been distributed to the shareholders prior to the meeting.

No amendment being proposed. Mr. Dhep Vongvanich asked the Meeting to adopt the minutes.

The meeting adopted a resolution to approve the minutes of the 24th Annual General Meeting of Shareholders for 2017 with all votes of shareholders and proxy holders presented at the meeting as follows:

Approved 32,448,905 votes Disapproved 201 votes Abstained 0 vote Void Ballot 0 vote

Agenda 2: To acknowledged the operating results of the Company in 2017.

Mr. Dhep Vongvanich, Chairman, informed the meeting that the report on operating results in 2017 of the Board of Directors was shown in the annual report of 2017 sent to the shareholders together with the letter of invitation to this meeting.

Mr. Pornchai Limkittikul, a shareholder, inquired as follows:

1. Why has the income of the Company declined, due to lower purchase orders from the customers or other reasons?
2. What would be the trend of sales and the target of the Company this year?

Mr. Panthep Supachaiyakit, President, clarified as follows:

1. In 2017, the country was in the period of suspension of entertainment activities even though GDP of the country or the overall economic condition has improved, the purchasing power of the consumers has not increased. The domestic beverage market like carbonated soft drinks, soda, beer has declined from that of 2016. However, the Company is able to maintain the market share of crown cap and pilfer-proof cap while the plastic cap could not reach its target. For oversea market, the major shareholders have set up a plant in India and Indonesia so the Company has closed its sale in such countries. Moreover, the Myanmar market has severely affected by the competitors from India and China which have proposed the price so low that the Company is unable to compete. The impact of stronger baht between 2016 - 2017 has lowered incomes of the Company from overseas, particularly in 2017, over 15 Million Baht.
2. The general overall of the beverage industry during the first 3 - 4 months of 2018 had a tendency to improve so sale in this year was expected to be better.

Mr. Narongchai Simaroj, a shareholder, inquired that sale of the Company had declined 325 Million Baht but cost of sales had declined only 41 Million Baht so the gross margin changed from 20% to 14%, was it because of the selling price or other reasons?

Mr. Panthep Supachaiyakit, President, explained that the domestic market was highly competitive so the domestic sale had slightly declined without adjustment of the selling price. The oversea market was affected by stronger baht so foreign income received in baht had decreased. The reduction in gross margin was due to the higher price of raw materials, aluminum and steel, which had gone up over 5% but the Company was unable to increase the selling price.

As no one asked additional questions, Mr. Dhep Vongvanich, Chairman concluded that the meeting acknowledged the operating results of the Company in 2017 as it did not need to be voted.

Agenda 3: To consider approving the statement of financial position and statement of profit and loss for the year ended 31 December, 2017.

Mr. Dhep Vongvanich, Chairman, clarified to the meeting that the Company had sent the statement of financial position and statement of profit and loss for the year ended 31 December, 2017 which had been examined by the auditor, E Y Office Co., Ltd. and reviewed by the audit committee and the Board of Directors agreed to submit such financial statements to the meeting for approval. If there was any doubt, the inquiries were welcomed in the meeting.

Mr. Narongchai Simaroj, a shareholder, said that the financial report of 2016 was prepared under the equity method so the Company incurred the total assets and the total liabilities but such transaction was not shown in that of 2017 and asked that this was because the Company had no affiliated company, was that correct?

Mr. Panthep Supachaiyakit, President, explained that because the investment proportion of the Company in Indonesia Caps and Closures (ICC) had decreased to 12.08 percent so such company was not considered the affiliated company.

As no shareholder had made any inquiry, Mr. Dhep Vongvanich, Chairman asked the meeting to approve such financial statements.

The meeting resolved to approve the Financial Statements of the fiscal year ended 31 December, 2017 with all votes of shareholders and proxy holders presented at the Meeting as the following votes:

Approved 32,450,120 votes Disapproved 201 votes Abstained 0 vote Void Ballot 0 vote

Agenda 4: To consider the allocation of profit and the dividend payment from the operation of the Company in 2017.

Mr. Dhep Vongvanich, Chairman informed the meeting that as the Company had the dividend payment policy at not over 50 percent of the net profit and in accordance with Section 116 of the Public Limited Company Act, B.E. 2535,

the company was required to appropriate the annual net profit as the legal reserve not less than 5 percent of the annual net profit deducted by accumulated balance (if any) while the operating results of 2017, the Company had net profit of 240,465,057 Baht and there was no retained loss and the company had sufficient cash to pay the dividends. Therefore, the meeting was asked to consider and approve the dividend payment for common share at the rate of 1.50 Baht per share, totaling 78,000,018 Baht and preferred share at the rate of 3.00 Baht per share, totaling 2,399,964 Baht, grand totaling 80,399,982 Baht or 33.44 percent of the net profit with the record date on March 6, 2018 while the dividend will be made payable on May 11, 2018.

Mr. Dhep Vongvanich, Chairman asked the meeting whether there was any additional inquiry.

Mr. Pornchai Limkittikul, a shareholder, inquired that during the past 3 - 4 years the dividend of the Company was quite low while the dividend policy of the Company was to pay the dividend not greater than 50 percent of the net profit so why the dividend payment was not made at 40% or 50%?

Mr. Dhep Vongvanich, Chairman, replied that the maximum dividend payment in accordance with the dividend policy was fixed at 50 percent of the net profit and there had never been payment at such rate because part of the profit was kept for investment expansion. In 2017 the dividend payment was made at 33.33 percent, a slight decline compared to 34.96 percent in 2016 in relation to the decline in the net profit. At present the competition was severe so the Company needed to continue its investment to improve the business operation of the Company.

As no shareholder had made any inquiry, Mr. Dhep Vongvanich, Chairman asked the meeting to approve the dividend payment from the operating results of 2017 as proposed.

The meeting had considered and approved dividend payment from the operating result of 2017 as proposed with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,371,608 votes Disapproved 13,201 votes Abstained 0 vote Void Ballot 0 vote

Agenda 5: To consider and elect the directors in replacement of those to retire by rotation.

Mr. Dhep Vongvanich, Chairman informed the meeting that the directors who retired by rotation and were the candidate directors to be re-elected in replacement shall leave the meeting until this agenda was finished in order to comply with the good principle of the election. And Mr. Dhep Vongvanich is one of the directors retired by rotation, proposed Mr. Pornwut Sarasin, Vice-Chairman to Chairman over the meeting.

Mr. Phongcharoon Srisowanna, protecting shareholders' rights to prepare volunteers, Thai Investors Association, asked the chairman of the board who was nominated to become an independent director in this agenda about the duty assigned to the independent director of the Company to perform and whether there was any discussion about the independent director who had performed its duty over 9 years or not on the independence issue and in the future whether the Company had specified the term of the independent directorship or not?

Mr. Dhep Vongvanich, Chairman, answered that the selection of the independent director of the Company was based on the diversity of competence and experience such as marketing, technology and society to assist the operation of the Company. In the past the Company had relied on the joint discussion but the Company had now appointed the Recruitment and remuneration Committee to recruit the directors and independent directors. The policy of the Company on the term of independent directorship was made in compliance with the regulations of the Stock Exchange of Thailand.

As no shareholder had made any inquiry, Mr. Pornwut Sarasin, Vice-Chairman, informed the meeting that in accordance with the Public Limited Company Act B.E. 2535 and the Company's Article of Association stated that the one-third of directors shall vacant their office. If the number of directors cannot be exactly divided then the number of retiring directors shall be nearest to one-third. At the 25th Annual General Meeting 2018, there were five directors who retired as follows:

- | | | |
|-----------------|---------------|---|
| 1. Mr. Dhep | Vongvanich | Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee |
| 2. Mr. Satit | Chanjavanakul | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Pongpanu | Svetarundra | Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 4. Mr. Ichio | Otsuka | Director |
| 5. Mr. Takayuki | Sasou | Director and Member of the Executive Committee |

The Board of Directors had intentionally considered the qualification of each director and it was of opinion that all 5 persons are capable and experienced being beneficial to the company. They also paid good attention to the Company and possess entire qualifications of listed company directors. It was considered appropriate to propose for the meeting to re-elect those retired directors to be the company's directors for another term.

Mr. Pornwut Sarasin, Vice-Chairman, asked the meeting whether there was any additional inquiry.

But there being no question, then proposed the meeting to re- elect each individual director. The meeting considered and agreed to re-elect:

- | | | |
|--------------|------------|--|
| 5.1 Mr. Dhep | Vongvanich | Independent Director, Chairman of the Board of Directors and Chairman of the Executive Committee |
|--------------|------------|--|

To be the Company's directors for another term with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,384,608 votes Disapproved 1,801 votes Abstained 0 vote Void Ballot 0 vote

- | | | |
|---------------|---------------|---|
| 5.2 Mr. Satit | Chanjavanakul | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
|---------------|---------------|---|

To be the Company's directors for another term with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,384,608 votes Disapproved 1,801 votes Abstained 0 vote Void Ballot 0 vote

5.3 Mr. Pongpanu Svetarundra Independent Director, Member of the Audit Committee and
Member of the Nomination and Remuneration Committee

To be the Company's directors for another term with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,384,608 votes Disapproved 1,801 votes Abstained 0 vote Void Ballot 0 vote

5.4 Mr. Ichio Otsuka Director

To be the Company's directors for another term with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,384,708 votes Disapproved 1,701 votes Abstained 0 vote Void Ballot 0 vote

5.5 Mr. Takayuki Sasou Director and Member of the Executive Committee

To be the Company's directors with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,384,708 votes Disapproved 1,701 votes Abstained 0 vote Void Ballot 0 vote

Agenda 6: To elect an additional Director.

Mr. Dhep Vongvanich, Chairman, informed the meeting that according to the Company regulations at least 7 members, but not more than 15. At present, there are 13 members of the Board of Directors consisting of qualified persons, having knowledge and experience that is beneficial to the Company's operation. Furthermore, in order to enhance the efficiency of the Company's administration and suitability, it is appropriate to propose Mr. Panthep Supachaiyakit as an additional director of the Company. He has been appointed as the President and performs duties with responsibility as well as his qualifications passed criteria specified in the Public Limited Company Act B.E. 2535 and the Company's Articles of Association.

The board of directors had jointly considered the qualification of the director carefully and agreed that Mr. Panthep Supachaiyakit was a qualified person with appropriate competence and experience beneficial to the Company and had completely satisfied the requirements of the directorship of the listed company so the meeting was asked to appoint Mr. Panthep Supachaiyakit to become a director of the Company.

Mr. Dhep Vongvanich, Chairman asked the meeting whether there was any additional inquiry.

But there being no question, then proposed the meeting to elect Mr. Panthep Supachaiyakit as an additional director of the Company.

The meeting had considered and approved to elect Mr. Panthep Supachaiyakit as an additional director of the Company with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,385,708 votes Disapproved 201 votes Abstained 500 votes Void Ballot 0 vote

Thus, for the year 2018, the Board of Director Comprises of 14 persons as follows:

1. Mr. Dhep Vongvanich
2. Mr. Pornwut Sarasin
3. Mrs. Pilai Piemphongsarn
4. Mr. Satit Chanjavanakul
5. Mr. Pongpanu Svetarundra
6. Prof. Dr. Suwimon Keeratipibul
7. Mr. Dhitivute Bulsook
8. Mr. Hisashi Nakajima
9. Mr. Ichio Otsuka
10. Mr. Yoshiki Miyatani
11. Mr. Takayuki Sasou
12. Mr. Hisatoshi Itsubo
13. Mr. Akihiko Kato
14. Mr. Panthep Supachaiyakit

Agenda 7: To consider and determine the directors' remuneration for the year 2018.

Mr. Dhep Vongvanich, Chairman, informed the meeting that in 2018, the Board of Directors has considered appropriate to increase the number of directors from 13 persons to 14 persons and appointed two additional sub-committees, consisting of the Executive Committee and the Nomination and Remuneration Committee to enhance the good corporate governance of the Company. In order to set the directors' remuneration to be appropriate and consistent with their duties and can be compared with the listed companies on the Stock Exchange of Thailand with the peer companies. It is considered appropriate to propose to the shareholders' meeting to approve the directors' remuneration and subcommittee for 2018 as follows:

Retainer Fee of Directors	2,040,000 Baht
Attendance Fee of Directors	1,050,000 Baht
Attendance Fee of Audit Committee	260,000 Baht
Retainer Fee of Executive Committee	540,000 Baht
Attendance Fee of Nomination and	130,000 Baht

Remuneration Committee	
Reserve for Attendance Fee	<u>180,000</u> Baht
<u>Total</u>	<u>4,200,000</u> Baht

Mr. Dhep Vongvanich, Chairman asked the meeting whether there was any additional inquiry.

The shareholder asked that while the performance of the Company was not that good but the Company had incurred additional remuneration of the directors and the number of the directors so he was not sure about the necessity and whether such move would improve the performance of the Company or not because the Company had additional burden?

Mr. Dhep Vongvanich, Chairman, clarified that added that the increase in the number of directors had not seriously added the burden to the Company but it had efficiently helped the management work of the Company. The two additional sub-committee was arranged in compliance with good governance principle of the Stock Exchange of Thailand with additional expense of 700,000 Baht. That was cost effective as the Company could conduct its business better.

Mr. Supat Promsa-aad, a shareholder, inquired whether the director who is the employee of the Company such as the general manager will receive the remuneration or not?

Mr. Dhep Vongvanich, Chairman, clarified that if the employee of the Company has taken the post in the executive board of directors, such employee will not be entitled to the remuneration and the director who is the representative from Japan has proposed not to receive such remuneration.

There being no question or anyone in objection, the meeting adopted a resolution to approve the directors' remuneration of the year 2018 for the amount of Baht 4,200,000 as proposed with all votes of shareholders and proxy holders presented at the meeting as the following votes:

Approved 36,259,209 votes Disapproved 134,201 votes Abstained 500 votes Void Ballot 0 vote

Agenda 8: To consider and appoint the auditors and to approve the audit fee for the year 2018.

Mr. Dhep Vongvanich, Chairman, informed the meeting that in order to comply with the Public Company Limited Act, the Annual General Meeting is to consider appointing the Auditors and the Annual Auditors' remuneration. In 2018, the Audit Committee had considered and proposed to the Board of Directors to appoint KPMG Phoomchai Audit Limited, by Ms. Sirinuch Vimolsathit the Certified Public Accountant number 8413 and/or Ms.Nareewan Chaibantad, the Certified Public Accountant number 9219 and/or Ms.Sawitree Ongksirimemongkol, the Certified Public Accountant number 10449 as the Company's Auditors, due to KPMG Phoomchai Audit Limited offers audit fee Lower than EY Office Limited and the Board has opinion that the auditors from KPMG Phoomchai Audit Limited have qualifications under the regulations of the Office of the Securities Exchange Commission and proposes that the audit fees for the year 2018 should be 1,050,000 Baht and not the fee for reviewing other information.

Mr. Dhep Vongvanich, Chairman asked the meeting for inquiries.

There being no other proposal, the meeting adopted a resolution to appoint KPMG Phoomchai Audit Limited, by Ms.Sirinuch Vimolsathit the Certified Public Accountant number 8413 and/or Ms.Nareewan Chaibantad, the Certified Public Accountant number 9219 and/or Ms.Sawitree Ongksirimemongkol, the Certified Public Accountant number 10449 as the Company's auditors, whereby any one of them being authorized to conduct the audit and express opinion in financial statements of the Company with the Auditor's remuneration for the year 2018 should be 1,050,000 Baht and not the fee for reviewing other information with votes of all shareholders and/or proxy holders presented at the meeting as the following votes:

Approved 36,393,709 votes Disapproved 201 votes Abstained 0 vote Void Ballot 0 vote

Agenda 9: Other matters

Mr. Dhep Vongvanich, Chairman, asked the meeting whether there was any inquiry on the other issue or suggestions.

Mr. Narongchai Simaroj, a shareholder, proposed the board of directors to break up the par value of the share of the Company from 10 Baht per share to 0.50 Baht per share to increase the liquidity of share transactions of the Company.

Mr. Dhep Vongvanich, Chairman, agreed to accept such proposal for consideration whether it was suitable and necessary or not.

Mr. Thongchai Laksanavisit, a shareholder, asked that as the activity of plant visit by the shareholders had been suspended abruptly when it was re-introduced, why the original shareholders entitled to the plan visit in the suspended trip had no right to visit?

Mr. Dhep Vongvanich, Chairman, notified that for the plan visit the Company had complied with the criteria of IOD by making the random selection of the shareholders. If the number of shareholders who were interested to make the plant visit was not much, every interesting shareholder could be take a visit, which was arranged twice a year. The Company would consider this issue again and the meeting would be informed later.

Mr. Pornchai Limkittikul, a shareholder, inquired whether the company still had a plan to sell land or relocate the plant or not?

Mr. Dhep Vongvanich, Chairman, replied that it was in the feasibility studying process.

Mr. Panno Suthiviriya commented that he was greatly agreed with the appointment of the general manager as the director of the Company because he was the person who had actually performed the work and inquired that during the next 5 years what would be the direction of the Company to grow?

Mr. Dhep Vongvanich, Chairman, clarified that the Company had arranged a meeting on medium-term and long-term plan to determine the direction of the Company in the future, perhaps, the expansion might be made to the related business. If there was clarity, the shareholders would be informed periodically.

Mr. Saksit Akkrarawat, a shareholder, inquired that as the income had declined, whether the income of the competitors had declined or not?

Mr. Dhep Vongvanich, Chairman, stated that as the meeting was previously informed, the Company was still able to maintain the largest market share but he did not know about the exact figure of the competitors.

Mr. Pornchai Limkittikul, a shareholder, asked whether the original customers of the Company were still the current customers of the Company or not and whether the Company had more new customers or not?

Mr. Panthep Supachaiyakit, President, stated that the Company was still able to maintain its existing customers and to introduce new products while the new customers were the target group that the Company had attempted to enlarge its market by offering both old products and new products together at the same times.

Mr. Pornwut Sarasin, Vice-Chairman, additionally clarified in the meeting that the beverage market during the past 2-3 years was sluggish and slightly growing so the company has arranged the discussion to prepare a medium-term and long-term plan to determine the business trend of the Company.

As no shareholder proposed any issue, the chairman expressed his thank to all shareholders for their attendance to the meeting and all inquiries.

The meeting adjourned at 11.35 hrs.

- signature-

(Mr.Dhep Vongvanich)

Chairman

- signature-

(Ms. Napaporn Temeesrisuk)

Secretary

Translation certified correct

Napaporn T.

(Ms. Napaporn Temeesrisuk)

Secretary

**Profile of the person nominated to be director in replacement
of those to be retired by rotation as of 31 December 2018**


<p>Name</p> <p>Nationality</p> <p>Date of Birth</p> <p>Age</p> <p>Education</p> <p>Director Training Courses with Thai Institute of Directors (IOD)</p> <p>Type of Directors</p> <p>Current Position</p> <p>Work Experience</p> <p>Directorship</p> <p> ◆ Listed Company</p> <p> ◆ Non - listed Company</p> <p>Attendance of The Board of Directors' Meeting</p> <p>Number of CSC Shareholding *</p> <p>Type of shares</p> <p>The Independence of Directors **</p>	<p>: Mr. Hisashi Nakajima</p> <p>: Japanese</p> <p>: August 13, 1956</p> <p>: 62 years</p> <p>: Bachelor of Mechanical Engineering, Hokkaido University</p> <p>: None</p> <p>: Non - Executive Director</p> <p>: President and Representative Board Director/ Nippon Closures Company Limited</p> <p>: Sep.2015-Present President and Representative Board Director/ Nippon Closures Company Limited</p> <p>2013 - Aug. 2015 Board Director & Executive Operating Officer, Head of Technical Development Headquarters, Nippon Closures Company Limited</p> <p>2010 - 2013 Operating Officer & Plant Manager, Ishioka, Nippon Closures Company Limited</p> <p>: 1 company Director / Crown Seal Public Company Limited.</p> <p>: 1 company President and Representative Board Director/ Nippon Closures Company Limited</p> <p>: 2018 – 2 from total 6 times</p> <p>2017 – 5 from total 7 times</p> <p>2016 – 3 from total 7 times</p> <p>2015 – 1 from total 2 times</p> <p>: -None-</p> <p>: -None-</p> <p>: Non-independent director as being the President and Representative Board Director of Nippon Closures Co., Ltd, the major shareholder</p>	
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Legal Dispute	: -None-
CSC Director's first time	: November 4, 2015 (BOD No. 5/2015)
CSC Director's last time	: April 28, 2016 (AGM No. 23/2016)
Total (Years)	: 3 years 1 month

*Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.*

Profile of the person nominated to be director in replacement of those to be retired by rotation as of 31 December 2018


<p>Name</p> <p>Nationality</p> <p>Date of Birth</p> <p>Age</p> <p>Education</p> <p>Director Training Courses with Thai Institute of Directors (IOD)</p> <p>Type of Directors</p> <p>Current Position</p> <p>Work Experience</p> <p>Directorship</p> <p>◆ Listed Company</p> <p>◆ Non - listed Company</p>	<p>: Mr. Yoshiki Miyatani</p> <p>: Japanese</p> <p>: January 08, 1958</p> <p>: 60 years</p> <p>: Bachelor Degree of Business Administration, Meiji University, Japan</p> <p>: -None-</p> <p>: Non - Executive Director</p> <p>: President / Bangkok Can Manufacturing Company Limited President/ Next Can Innovation Company Limited</p> <p>: 2015 Operating Officer/ Toyo Seikan Company Limited 2013 Operating Officer/ Toyo Seikan Group Holdings Co., Ltd. 2011- 2013 General Manager of Procurement Department / Toyo Seikan Group Holdings Company Limited</p> <p>: 1 company Director/ Crown Seal Public Company Limited</p> <p>: 6 companies President / Bangkok Can Manufacturing Company Limited President/ Next Can Innovation Company Limited Director / Global Eco-can Stock (Thailand) Company Limited Director / Toyo Seikan (Thailand) Company Limited Director/ Kanagata (Thailand) Company Limited Operating Officer / Toyo Seikan Company Limited</p>	
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Attendance of The Board of Directors' Meeting	: 2018 – 5 from total 6 times 2017 – 7 from total 7 times 2016 – 4 from total 5 times
Number of CSC Shareholding *	: -None-
Type of shares	: -None-
The Independence of Directors **	: Non-independent director as being the President of Bangkok Can Manufacturing Co., Ltd. who has the same major shareholder
Legal Dispute	: -None-
CSC Director's first time	: April 28, 2016 (AGM No. 23/2016)
CSC Director's last time	: April 28, 2016 (AGM No. 23/2016)
Total (Years)	: 2 years 8 months

*Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%*

*** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.*

Profile of the person nominated to be director in replacement of those to be retired by rotation as of 31 December 2018

Name	: Mr. Hisatoshi Itsubo	
Nationality	: Japanese	
Date of Birth	: May 13, 1962	
Age	: 56 years	
Education	: Bachelor Degree of Sociology, Kansai University, Japan	
Director Training Courses with Thai Institute of Directors (IOD)	: -None-	
Type of Directors	: Non - Executive Director	
Current Position	: General Manager-Global Business Planning/ Nippon Closures Company Limited	
Work Experience	: April 2016 General Manager Operational Headquarter / Nippon Closures Company Limited June 2015 Head of Procurement Center / Toyo Seikan Group Holdings Company Limited April 2012 General Manager-Procurement / Toyo Seikan Kaisha Company Limited	

Directorship	
◆ Listed Company	: 1 company Director and / Crown Seal Public Company Limited
◆ Non - listed Company	: 1 company General Manager-Global Business Planning/ Nippon Closures Company Limited
Attendance of The Board of Directors' Meeting	: 2018 – 6 from total 6 times 2017 – 1 from total 1 times
Number of CSC Shareholding *	: -None-
Type of shares	: -None-
The Independence of Directors **	: Non-independent director as being an General Manager-Global Business Planning of Nippon Closures Co., Ltd, the major shareholder
Legal Dispute	: -None-
CSC Director's first time	: November 7, 2017 (BOD No. 7/2017)
CSC Director's last time	: November 7, 2017 (BOD No. 7/2017)
Total (Years)	: 1 year 1 month

Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%

** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.

Profile of the person nominated to be director in replacement of those to be retired by rotation as of 31 December 2018

Name	: Mr. Panthep Supachaiyakit	
Nationality	: Thai	
Date of Birth	: April 13, 1954	
Age	: 64 years	
Education	: MBA. Marketing, GSB (Booth School), The University of Chicago Bachelor of Engineering (mechanical), College of Engineering, Chulalongkorn University	
Director Training Courses with Thai Institute of Directors (IOD)	: Director Accreditation Program (DAP 102/2013) Director Certification Program (DCP 203/2016)	
Type of Directors	: Executive Director	
Current Position	: President/ Crown Seal Public Company Limited	

Work Experience	Director/ Thai British Security Printing Public Company Limited : January 1, 2015 Senior Advisor/SCG Paper May 1, 2014 Managing Director-Phoenix Pulp and Paper/ Thai paper/ Thai Union Paper, SCG Paper July 16, 2012 Managing Director/Thai paper/Thai Union Paper, SCG Paper February 1, 2012 Chief Marketing Officer and Managing Director- SFCC,SCG Building Material
Directorship	
◆ Listed Company	: 2 companies Director and member of Executive Committee/ Crown Seal Public Company Limited Director/ Thai British Security Printing Public Company Limited d
◆ Non - listed Company	: -None-
Attendance of The Board of Directors' Meeting	: 2018 – 4 from total 4 times
Number of CSC Shareholding *	: -None-
Type of shares	: -None-
The Independence of Directors **	: Non-independent director as being the President of Crown Seal Public Company Limited.
Legal Dispute	: -None-
CSC Director's first time	: April 25, 2018 (AGM No. 25/2018)
CSC Director's last time	: April 25, 2018 (AGM No. 25/2018)
Total (Year)	: 9 months

Remark * Number of CSC Shareholding including related person as defined in 258 Act. – spouse, minor children, and juristic person held over 30%

** Definitions of the independent directors of Crown Seal Public Company Limited as stated in Attachment No. 4.

****Definitions of independent directors of Crown Seal Public Company Limited**

1. Holding shares not more than 1% of the total shares with voting rights of the Company, the major shareholder, or controlling person including related person.
2. Not being or having previously been a director who takes part in the management, an employee, a staff member or advisor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
3. Not being a person related by blood or registration under laws of its executives, its major shareholder, its controlling person, or such other person who will be nominated to take up the position of executives or controlling persons of the Company or its subsidiary.
4. Not holding business relationship with the Company, major shareholder, or person holding controlling power of the Company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the Company unless having vacated from said tenure for not less than two years before appointment which value \leq 50 MB / \leq 3% of the net tangible asset, whichever is higher.**
5. Not being or having previously been an auditor of the Company or the major shareholder, or the controlling person and not being a shareowner with significant implication, or the controlling person, or a managing partner of the audit office which being the auditor of the Company unless the termination of being in such position had occurred at least 2 years before an appointment.
6. Not being or having previously been any professional service provider including legal advisor and financial advisor who receives more than Baht 2 million annually from the Company, major shareholder, or controlling person, and also being a shareowner with significant implication, or the controlling person, or a managing partner of such professional service provider unless the termination of being in such position had occurred at least 2 years before an appointment
7. Not being a director appointed as a representative of the Company's directors, a major shareholder or a shareholder who is related to the Company's major shareholder.
8. Not undertaking a business with similar nature or significant competition with the Company, or not being a major partner of a partnership, or a director who take part in management, an employee, a staff, an advisor with regular payroll, or owning shares more than 1 percent of all shares with voting right of other companies with similar business or significant competition with the Company.
9. Not having any other characteristics that prevent the exertion of independent opinion and not having prohibited characteristics as required by the Securities and Exchange Commission's regulations.

** All qualifications of independent directors of Crown Seal PLC. are defined in compliance with the regulations of Capital Market Supervisory Board, excluding article 4 of which is less strictly defined.

Determination for considering business relationship between directors and the Company of Capital Market Supervisory Board are as follows:

- The independent directors shall not holding business relationship with the Company, major shareholder, or person holding controlling power of the company, which may hinder the exertion of his/her independent discretion, and not being or having ever been a shareowner, with significant implication, or person holding controlling power of the person holding business relationship with the Company, major shareholder, or person holding controlling power of the company unless having vacated from said tenure for not less than two years before appointment ***which value \leq 20 MB / \leq 3% of the net tangible asset, whichever is lower.

Details of Auditors and Remuneration

EY Office Limited, is an experienced accounting firm of international standard with office network in over 150 countries worldwide.

EY's customers in Thailand are in various business sectors such as Communication, Energy, Mining, Manufacturing, Construction, Hospital, Real-Estate, Financial Institute, etc.

In order to comply with the Public Company Limited Act and under Article 31 of the Company's Articles of Association, there shall be a consideration to appoint the Auditors by the Annual General Meeting. The Board of Directors Meeting No.1/2019 considered appointing and fixing auditors' fee for the year 2019 as proposed by the Audit Committee. Therefore, resolved to propose to the Shareholders' Meeting for approval. It is considered appropriate for the meeting to appoint the Auditors from EY Office Limited to be Auditors for the fiscal year ended December 31, 2019 as following details:

<u>Name List</u>	<u>Certified Public Accountant Number</u>	<u>Period of Being Authorized Auditor</u> ⁽¹⁾
1. Mr. Chayapol Suppasertanon	3972	2 years (2016 and 2017, except 2018)
2. Ms. Orawan Techawatanasirikul	4807	-None-
3. Ms. Sumana Punpongsanon	5872	-None-

Also, Fix the audit fee for the year 2019 at the total amount of 1,130,000 Baht as follows:

Unit : Baht

Detail	2019		2018	EY Y2019 Compared to KPMG Y2018	
	(EY)	(KPMG)	(EY)	Increase (Decrease)	%
1. Annual financial statements	680,000	820,000	630,000	50,000	7.94
2. Reviewing quarterly financial statements	450,000	450,000	420,000	30,000	7.14
3. A fee for reviewing other information such as Annual Report ⁽²⁾	=	=	=	=	=
Total	<u>1,130,000</u>	<u>1,270,000</u>	<u>1,050,000</u>	<u>80,000</u>	<u>7.62</u>

It should be noted that EY Office Limited and the proposed auditors have neither interest nor relationship with the Company, its subsidiaries, management, major shareholders, or other related persons that may deprive their independence in discharging their duties and they are not auditors who hold the Company's shares over the proportion of 20% but not over 50%

- Remark** (1) The period of being authorized auditor in financial statements of the Company is considered retroactively for 5 years.
- (2) On January 17, 2017, the Federation of Accounting Professions under the Royal Patronage of his Majesty the King, it requires the auditor to review other information to comply with the Accounting Standards regarding “the responsibility of the auditor for other information in the document that includes the audited financial statements.” The meeting of the Company’s Board of Directors passed a resolution on February 21, 2017 to pay such fee.

PROXY FORM B

ฉีกตามรอยนี้

Tear here

(ปิดอากรแสตมป์ 20 บาท)
(20 Baht duty stamp)

หนังสือมอบฉันทะ(แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholders register no. Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____
I/We
สัญชาติ _____ บ้านเลขที่ _____
Nationality Address

(2) เป็นผู้ถือหุ้นของบริษัท ฝาจีบ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
Being a shareholder of Crown Seal Public Company Limited ("Company") shares

และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
and have the right to vote equal to shares as follows:

หุ้นสามัญ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียงordinary
share shares	and have the right to vote equal to votes
บุริมสิทธิ _____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียงpreferred
share shares	and have the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) นาย/นาง/นางสาว _____ อายุ _____ ปี
Mr./Mrs./Miss age years
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Tambol/Khwaeng
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Amphur/Khet Province Postal Code or

(2) นาย/นาง/นางสาว _____ อายุ _____ ปี
Mr./Mrs./Miss age years
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
residing at Road Tambol/Khwaeng
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Amphur/Khet Province Postal Code or

(3) นาย/นาง/นางสาว _____ อายุ _____ ปี
 Mr./Mrs./Miss age years
 อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
 residing at Road Tambol/Khwaeng
 อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Amphur/Khet Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 (ครั้งที่ 26) ในวันศุกร์ที่ 19 เมษายน 2562 เวลา 10:30 น. ณ ห้องบอลรูม 1 โรงแรมสุโขทัย เลขที่ 13/3 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at 2019 Annual General Meeting of Shareholders (The 26th Meeting) to be held at 10:30 hours on Friday, April 19, 2019, at Ballroom I, The Sukhothai Hotel, 13/3 South Sathorn Road, Tungmahamek Sub District, Sathorn District, Bangkok 10120, Thailand or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

(1) วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561 (ครั้งที่ 25)

Agenda 1 To adopt the minutes of 2018 Annual General Meeting of Shareholders (The 25th Meeting)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(2) วาระที่ 2 เรื่องรับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2561

Agenda 2 To acknowledge the 2018 Annual performance Report

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(3) วาระที่ 3 เรื่องพิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชี ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

Agenda 3 To consider and approve the statement of financial position and income statement ended December 31, 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Votes Disapprove

Votes Abstain

(4) วาระที่ 4 เรื่องพิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล สำหรับผลการดำเนินงานปี 2561

Agenda 4 To consider and approve the allocation of profit and the dividend payment from the operation of the Company for the Year 2018

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

(5) วาระที่ 5 เรื่องพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 5 To consider and elect the directors in replacement of those to be retired by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งหมด
- Approve the appointment of all directors
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

- การแต่งตั้งกรรมการเป็นรายบุคคล

Approve the appointment of certain directors as follows:

1. นายฮิซาชิ นากาจิม่า

Mr. Hisashi Nakajima

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Votes Disapprove	Votes Abstain

2. นายโยชิเกะ มิยามิตานิ

Mr. Yoshiki Miyatani

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Votes Disapprove	Votes Abstain

3. นายฮิซาโตะ อิซุโบะ

Mr. Hisatoshi Itsubo

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Votes Disapprove	Votes Abstain

4. นายพันเทพ สุภาไชยกิจ

Mr. Panthep Supachaiyakit

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Votes Disapprove	Votes Abstain

(6) วาระที่ 6 เรื่องพิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2562

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

(7) วาระที่ 7 เรื่องพิจารณานุมัติค่าตอบแทนกรรมการบริษัทและอนุกรรมการชุดต่างๆ ประจำปี 2562

Agenda 7 To consider and approve the remuneration of the Company' Directors and the Sub-committee members for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

(8) วาระที่ 8 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท

Agenda 8 To consider and approve the amendments to clause 4. of the Company's Memorandum of Association

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

(9) วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 20.

Agenda 9 To consider and approve the amendments to clause 20. of the Company's Articles of Association

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes cast by the proxy holder in any agenda which are not in accordance with the instruction in this Proxy shall be void and not be considered as my/our votes.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except those which are not in accordance with my/our instruction in this Proxy, shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบอำนาจ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบอำนาจ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบอำนาจ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบอำนาจ/Proxy
(_____)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda electing directors, the whole Board of Directors or certain directors can be elected.
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจ แบบ ข. ตามแนบ
Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instruction may be specified in the Annex to the Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Annex to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นบริษัท ฝาจีบ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 (ครั้งที่ 26) ในวันศุกร์ที่ 19 เมษายน 2562 เวลา 10:30 น. ณ ห้องบอลรูม 1 โรงแรมสุโขทัย เลขที่ 13/3 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Appointment of proxy holder by shareholder of Crown Seal Public Company Limited for 2019 Annual General Meeting of Shareholders (The 26th Meeting) to be held at 10:30 hours on Friday, April 19, 2019, at Ballroom I, The Sukhothai Hotel, 13/3 South Sathorn Road, Tungmahamek Sub District, Sathorn District, Bangkok 10120, Thailand or at any adjournment thereof.

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Votes Disapprove | Votes Abstain |

วาระที่.....เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda Election of Directors (continued)

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย

Approve

ไม่เห็นด้วย

Votes Disapprove

งดออกเสียง

Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย

Approve

ไม่เห็นด้วย

Votes Disapprove

งดออกเสียง

Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย

Approve

ไม่เห็นด้วย

Votes Disapprove

งดออกเสียง

Votes Abstain

Details of independent directors for proxy granting of shareholders

1. Mr. Dhep Vongvanich

Position : Independent director, Chairman and Chairman of Executive Committee.

Age : 72 Years

Address : 2 Soi Thana, Somdejchaophraya Rd, Somdejchaophraya, Khlong San, Bangkok

Education/Training Courses: Bachelor degree of Engineering , Chulalongkorn University

Current Position: Independent director, Chairman and Chairman of Executive Committee of Crown Seal Plc.

Chairman of TPC Vina Plastic and Chemical Corp., Limited.

Member of Board of Director of Thai Plastic and Chemicals Public Company Limited

Advisor to the President of Siam Cement Public Company Limited (SCG)

SCG Country Executive Director, Vietnam

Director of Bangkok Industrial Gas Company Limited (BIG)

Board of Commissioner PT.Indonesia Caps & Closures

Past 5 Years Work Experience: -None-

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and the Sub-Committee members for the year 2019)

* A special interest is different from the other directors. (None)

2. Mrs. Pilai Piemongsarn

Position : Independent director and Chairman of the Audit Committee

Age : 82 Years

Address : 77 Soi Charansanitwong 63, Charansanitwong Rd, Bangbamru, Bangphlad, Bangkok

Education/Training Courses: Bachelor Degree of Accountancy, Chulalongkorn University

Certified Public Accountant (Thailand) (CPA.NO.2336)

Honorary Certified Internal Auditor from The Institute of Internal Auditor (CIA.NO.30861)/

Director Certification Program (DCP)

Current Position : Independent director and Chairman of the Audit Committee of Crown Seal Public Co., Ltd.

President of Audit and Management Consultant Company Limited.

Independent director and the Audit committee of Thaivivat Insurance Public Company Limited.

Past 5 Years Work Experience: -None-

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and the Sub-Committee members for the year 2019)

* A special interest is different from the other directors. (None)

3. Mr. Satit Chanjavanakul

Position : Independent director, the Audit Committee and Chairman of Nomination and Remuneration Committee.

Age : 70 Years

Address : 367 Soi Amonphan 4, Vibhavadi-Rangsit Rd, Lad Yao, Chatuchak, Bangkok

Education/Training Courses: M.A. (Business Administration), Thammasat University
M.Sc. (Textile Engineering), University of Leeds, United Kingdom/
Director Certification Program (DCP)

Current Position: Independent director, the Audit Committee and Chairman of Nomination and Remuneration Committee of Crown Seal Public Company Limited.

Chairman of the Board of SNC Former Plc.

Independent director and the Audit Committee of Asia Plus Group Holdings Plc.

Independent director and the Audit Committee of Lalin Property Plc.

Independent director and the Audit Committee Thai Agro Energy Plc.

Director of Asia Plus Securities Company Limited

Director of SPC Home Ideas Company Limited

Director of Witcorp Products Company Limited

Past 5 Years Work Experience: -None-

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and the Sub-Committee members for the year 2019)

* A special interest is different from the other directors. (None)

4. Prof.Dr. Suwimon Keeratipibul

Position : Independent director, the Executive Committee and the Nomination and Remuneration Committee.

Age : 64 Years

Address : 259/8, Jakkapattipong Rd, Klongmahanak, Pomprab, Bangkok

Education/Training Courses: Doctor and Master of Engineering (Fermentation Technology),
Hiroshima University, Japan
Bachelor of Science (Food Technology), Chulalongkorn University/
Director Accreditation Program (DAP)

Current Position: Independent director , the Executive Committee and the Nomination and Remuneration Committee of Crown Seal Public Company Limited

Independent director of President Bakery Public Company Limited

Lecturer in the field of Faculty of Food Technology, at Faculty of Science, Chulalongkorn University

Past 5 Years Work Experience: -None-

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and the Sub-Committee members for the year 2019)

* A special interest is different from the other directors. (None)

5. Mr. Pongpanu Svetarundra

Position : Independent director, the Audit Committee and the Nomination and Remuneration Committee.

Age : 59 Years

Address : 88/135 Naradhiwas Rajanagarindra Road, Yannawa, Sathorn, Bangkok

Education/Training Courses: M.A. (Economics), Northwestern University, USA. /

Financial Statements for Directors (FSD)

Role of the Chairman Program (RCP)

Current Position: Independent director, the Audit Committee and the Nomination and Remuneration Committee of Crown Seal Public Company Limited

Independent director and the Nomination and Remuneration Committee of Asset World Corporation Public Company Limited

Past 5 Years Work Experience

2016 -2018 Permanent Secretary/ Ministry of Tourism and Sports

2012 - 2017 Director/ TMB Bank Plc.

2009 - 2016 Director/ Thaisri Insurance Plc.

2013 - 2015 Director/ Thai Airways International Plc.

2011 - 2015 Deputy Permanent Secretary/ Ministry of Finance

* Have conflict of interests in agenda 7 (To consider and approve the remuneration of the Company's Directors and the Sub-Committee members for the year 2019)

* A special interest is different from the other directors. (None)

Remark: Shareholders who willing to appoint a proxy holder or the Company's independent directors to attend and vote at the meeting, please kindly send the Proxy form together with the required documents as stated in Attachment No. 8 to the following address before April 10, 2019.

Company Secretary Office
Crown Seal Public Company Limited
5 Soi Rangsit – Nakornnayok 46, Prachatipat
Tanyaburi, Pathumthani 12130

Required Documents to attend the Annual General Meeting of Shareholders

The policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all related parties. Accordingly, the Company believes that inspection of documents or evidence showing an identity of a shareholder or a representative of a shareholder entitled to attend the meeting would cause transparency, fairness and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for any shareholders or representatives on a case by case basis at the Company's sole discretion.

1. Natural person

1.1 *Thai nationality*

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or state enterprise officer)
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy

1.2 *Non-Thai nationality*

- (a) Passport of the shareholder
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 *Juristic person registered in Thailand*

- (a) Corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

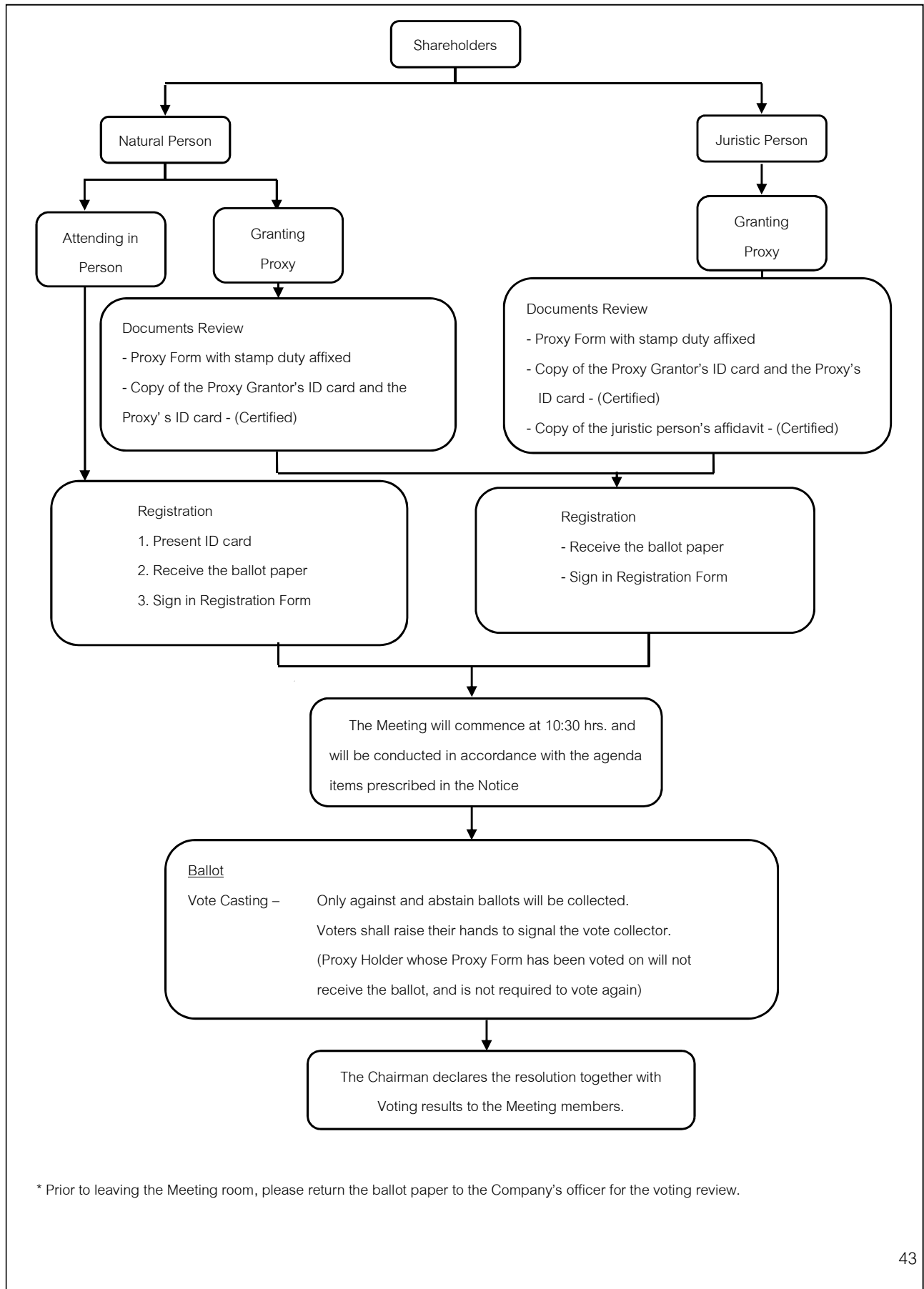
2.2 *Juristic person registered outside of Thailand*

- (a) Corporate affidavit; and
- (b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 09:00 a.m. on Friday, April 19, 2019.

Procedures for Attending 2019 Annual General Meeting of Shareholders (The 26th Meeting)



* Prior to leaving the Meeting room, please return the ballot paper to the Company's officer for the voting review.

Articles of Association of the Company relating to the Shareholders Meeting

Directors

Article 7. The Company's Board of Directors shall consist of at least 7 directors and not more than 15 directors, and not less than half of the total number of directors must have residence in the Kingdom.

The Directors to sign to bind the Company shall be at least two authorized directors who must sign jointly with the Company's seal affixed.

Article 9. In casting votes to appoint the directors, one shareholder shall have one vote for each share and shall exercise all the votes he has to appoint one or several persons as directors but may not divide his votes for any such person to any extent. The persons who receive the most votes shall be appointed as directors to the set number of directors in that election. In the event of equal votes among the persons last so appointed, making the number exceed the set number of directors in that election, the Chairman of the meeting shall have a casting vote.

Article 10. At the first general meeting after the registration of the Company and at the first general meeting in every subsequent year, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third shall vacate their office. The Directors to retire in the first year after the registration of the Company shall be determined by lot drawing. For subsequent years, the directors who have been longest in office shall retire. If the number of directors who have been longest in office exceeds the number of directors to retire, the method of lot drawing among those who have been longest in office shall apply. The retiring directors may be re-elected.

Article 17. The Company's directors shall be entitled to receive remuneration for their performance of duties which are entertainment expense, salary, transportation expense and remuneration for meeting.

Article 18. Annual remuneration of the Directors shall be determined from time to time by the general meeting, and shall be allocated among the Directors as to be agreed upon among themselves.

Shareholders' Meeting

Article 19. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.

All other meetings shall be called the extraordinary meetings.

Article 20. The Board of Directors may summon an extraordinary meeting whenever it thinks fit, or when the shareholders holding shares in the aggregate not less than one-fifth of the total number of shares sold, or at least 25 shareholders holding shares in the aggregate not less than one-tenth of the total number of shares sold, have subscribed their names in a letter requesting the Board of Directors to convene an

extraordinary meeting provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall convene the shareholders' meeting within 1 month from the date of receipt of such letter from the shareholders.

Article 21. In summoning the shareholders' meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders not less than 7 days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for 3 consecutive days at least 3 days prior to the meeting.

Article 22. Any shareholder who is unable to attend the meeting in person may appoint other *sui juris* person as his proxy to attend the meeting and vote on his behalf. The instrument appointing proxy shall be in the form prescribed by the Registrar and delivered to the Chairman or a person entrusted by the Chairman at the meeting venue before the proxy attends the meeting.

Article 23. In the shareholders' meeting, there must be shareholders and proxies (if any) at a number not less than 25 persons or not less than one-half of the total number of shareholders holding in the aggregate not less than one-third of the total number of shares sold to constitute a quorum.

Article 24. The Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman is not present or is unable to perform his duty, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to preside over the meeting.

Account, Finance and Audit

Article 26. The accounting period of the Company shall commence on 1 January and end on 31 December every year. The Company shall cause its accounts to be made and kept and audited as required by laws.

Article 27. The Board of Directors shall prepare the balance sheet and profit and loss account with the items and meanings of items as provided by laws as at the last date of accounting period of the Company, and shall arrange for the auditor to complete auditing of the balance sheet and profit and loss account prior to submitting them to the annual general meeting of shareholders for consideration and approval.

Article 29. The Company must appropriate to a reserve fund, from the annual net profit at least 5 per cent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10 per cent of the registered capital.

Apart from the reserve fund as required by laws, the Board of Directors may consider the allocation of other kind of reserve fund as deemed appropriate.

Article 31. The auditor must not be a director, staff, employee or person holding any position in the Company. The auditor shall be appointed and the annual auditing fee shall be fixed by the annual general meeting. The auditor may be re-appointed in the following year.

If there is a vacancy on the position of the auditor, the Directors shall convene an extraordinary meeting of shareholders to appoint a replacement auditor.

Article 32. The Auditor shall have the duty to examine the accounts, documents and any other evidences pertaining to income, expenditure as well as assets and liabilities of the Company during the Company's working hours. In this regard, the auditor shall have the authority to inquire the Directors, staff, employee or person holding any position in the Company as well as the Company's agents and ask for their clarification of facts or delivery of documents and evidences pertaining to the operation of the Company.

The Auditor shall have the right to make clarification in writing for proposing to the shareholders' meeting, and shall have the duty to attend every shareholder's meeting where the balance sheet and profit and loss account and problems concerning the Company's accounts are to be considered in order to make clarification on the auditing to the shareholders. The Company shall also send to the auditor all reports and documents of the Company which should be received by the shareholders in such shareholders' meeting.

Map of The Sukhothai Hotel

The 2019 Annual General Meeting of Shareholders (The 26th Meeting) will be held on April 19, 2019 at 10:30 a.m, at Ballroom I, The Sukhothai Hotel, 13/3 South Sathorn Road, Tungmahamek Sub District, Sathorn District, Bangkok 10120 Tel : (662) 344-8888

