

Srithai Superware Public Company Limited

**Invitation to the Annual General Meeting of Shareholders
No. 33 (of the year 2014)
On Tuesday 29th April 2014 at 14.00 hours**

**In Conference Room on the 4th floor of Building no. 3
Srithai Superware Public Company Limited
15 Suksawat Rd., Soi 36, Bangpakok,
Rasburana, Bangkok 10140**

Registration Number : 0107536001516

No. RorBor. 0401/57

April 4, 2014

To: Shareholders

Subject: Invitation to the Annual General Meeting of Shareholders No. 33 (of the year 2014)

- Attachment:
1. Copy of Minutes of the Annual General Meeting of Shareholders No. 32 (of the year 2013)
 2. Remuneration to Auditor of the year 2013
 3. Curriculum Vitae of retiring directors who are proposed for nomination as directors for another term
 4. Definition of Independent Director
 5. Explanation on documents to identify shareholders or their proxies who are eligible to attend the meeting for purpose of registration and voting
 6. Curriculum Vitae of Independent Director who is appointed as proxy
 7. Process of Attending the Annual General Meeting of Shareholders No. 33 (of the year 2014)
 8. Articles of Association of Srithai Superware Public Company Limited relating to the Annual General Meeting of Shareholders
 9. Location Map of Srithai Superware Public Company Limited
 10. Annual Report 2013, Statements of Financial Position, and Statements of Comprehensive Income for the year ended December 31, 2013, in CD
 11. Proxy Form B
 12. Registration Form for the Annual General Meeting of Shareholders No. 33 (of the year 2014)
 13. General Information and Financial Statements of Srithai Superware Public Company Limited

Srithai Superware Public Company Limited (“the Company”) calls for the Annual General Meeting of Shareholders No. 33 (of the year 2014) to be held on Tuesday 29th April 2014 at 14.00 hrs. in Convention Room on the 4th floor of Building no. 3 of Srithai Superware Public Company Limited. The Company is located at 15 Suksawat Rd., Soi 36, Bangpakok, Rasburana, Bangkok 10140. The following agendas will be followed in the meeting:-

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders no. 32 (of the year 2013) convened on Friday 26th April 2013.

Background and reasons : The Company has submitted minutes of the Annual General Meeting of Shareholders no. 32 (of the year 2013), held on Friday 26th April 2013, to the Stock Exchange of Thailand within 14 days as required by law. It was also posted in the Company’s website as per details shown in *Attachment no. 1*.

Opinion of the Board : Minutes of the Annual General Meeting of Shareholders no. 32 (of the year 2013), held on Friday 26th April 2013, was recorded correctly. It was recommended that the minutes should be adopted.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 2 To acknowledge the report of the Board about operation results of the Company for the past year.

Background and reasons : A report on operation results of the year 2013 with details as appeared in the Company's Annual Report 2013 has been delivered to shareholders together with this invitation.

Opinion of the Board : The report on operation results of the year 2013 should be proposed to the meeting of shareholders for acknowledgement.

Required number of votes to pass resolution : This agenda was for acknowledgement only so voting was not requested for.

Agenda 3 To approve Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2013 as audited by the auditors.

Background and reasons : The Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2013 were approved by the Audit Committee and Board of Directors, and certified by a certified public accountant. Details of the financial statements appeared in the Company's Annual Report 2013. Summary was shown below:-

Unit : Million Baht	Consolidated		Company	
	2013	2012	2013	2012
Statements of Financial Position				
- Total assets	10,126	9,325	9,050	8,425
- Total liabilities	5,561	4,867	4,494	3,961
- Shareholders' equity	4,565	4,458	4,556	4,464
Statements of Comprehensive Income				
- Sales	9,397	8,758	7,169	7,182
- Net profit attributable to owners of the parent	487	542	424	459
- Earnings per share (Baht/share)	1.80	2.00	1.56	1.70

Opinion of the Board : The shareholders were recommended to approve the Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2013.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 4 To approve appropriation of profit for the year 2013 and dividend payment.

Background and reasons :

1. The Company has adopted a dividend-payment policy that dividend will be paid out from profit at the rate not less than 50% of net profit each year of the Company financial statement, and on a condition that the Company has no accumulated loss. Moreover, according to Section no. 116 of Public Limited Company Act, the Company has to appropriate part of its net profit of the year to become reserved capital at the rate not less than 5% of net profit each year less accumulated loss (if any) until the reserved capital will be amounted to not less than 10% of registered capital.
2. Information on Appropriation of Net Profit and Dividend Payment as compared to that of the year 2012.

Details	2013 (year of proposing)	2012
1) Net profit as per financial statements of the Company		
1.1) Net profit (baht)	423,762,488	459,370,632
1.2) Earnings per share (baht/share)	1.56	1.70
2) Legal reserve		
2.1) additional reserve for the year (baht)	22,000,000	24,000,000
2.2) cumulative balance (baht)	182,000,000	160,000,000
2.3) cumulative balance per registered capital (%)	6.72	5.90
3) Number of common shares (shares)	270,990,480	270,990,480
4) Dividends		
4.1) Dividends (baht)	270,990,480	298,089,528
4.2) Dividends per share (baht/share)	1.00	1.10
4.3) Dividends/Net profit (%)	63.95	64.89
5) Date of dividend payment	May 27, 2014	May 23, 2013

3. In case the meeting of shareholders approves the payment of a dividend at the rate of Baht 1.00 per share, shareholders who are eligible to receive dividend will get tax credit as per detail of income tax on dividend shown hereunder:-

Portion with Tax Credit :		
Total tax credit (paid out from net profit after corporate income tax at 20%)	0.62	Baht/share
Portion without Tax Credit due to payment made from :		
1. Net profit exempted from corporate income tax by BOI privileges.	0.27	Baht/share
2. Dividend exempted as non-taxable income for corporate income tax calculation.	0.11	Baht/share
Total Dividend without Tax Credit	0.38	Baht/share
Total Dividend	1.00	Baht/share

Opinion of the Board :

1. It was recommended to propose to the meeting of shareholders to approve an appropriation of net profit of the year 2013 (operation results of the period January-December 2013) as an additional legal reserve for the amount of Baht 22,000,000, and payment of a

dividend at the rate of Baht 1.00 per share to shareholders for the total amount of Baht 270,990,480, representing 63.95% of net profit of the Company financial statements, which is in compliance with dividend policy of the Company.

2. The shareholder register book for the right to receive dividend shall be recorded on May 9, 2014. Also, May 12, 2014 shall be the book-closing date on which the shareholder list as specified in Section no. 225 of the Securities and Exchange Act shall be compiled.
3. Dividend will be paid out on May 27, 2014 in compliance with Clause no. 36 of the Articles of Association of the Company, which requires that dividend will be paid out within one month from the date of obtaining resolution of the meeting of shareholders to declare dividend.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 5 To appoint external auditors and fix their remuneration for the year 2014.

Background and reasons :

1. The Company's auditor from PricewaterhouseCoopers ABAS Limited, "PwC", had fulfilled duties on accounts auditing for the year 2013.
2. Section 120 of the Public Limited Company Act specified that "The Annual General Meeting of Shareholders appoints auditors and fixes their remuneration every year. The former auditor could be reappointed".
3. Clause no. 31 (5) of the Company's Articles of Association reads that the appointment of external auditor should be conducted by the Annual General Meeting.

Opinion of the Board :

1. The Company has laid down criteria in selecting auditor by taking into consideration qualifications as following:-
 - 1) Reputation and respectability, experience, staffing;
 - 2) Acceptable standard of practice;
 - 3) Performance, and regularly and timely certification of financial statements; and
 - 4) Amount of audit fee quoted by them.
2. The Audit Committee and the Board of Directors have deemed it appropriate to propose to the meeting of shareholders to appoint certified public accountants (CPAs) from PwC to be the Company's auditor because those CPAs have been auditors of the Company, its subsidiaries, and some of affiliated companies for a number of years. Those CPAs have good understanding about our nature of businesses. Quotation of PwC on audit fee has been compared with other firms' quotations and audit fee of the past year, and it was found to be acceptable. The Company has shown audit fee of the year 2013 in the *Attachment no 2*.
3. Names of auditors of PwC as approved by the Audit Committee comprised:-
 - 1) Mr. Vichien Khingmontri CPA no. 3977 or
 - 2) Ms. Anutai Poomsurakul CPA no. 3873 or
 - 3) Mr. Chanchai Chairasit CPA no. 3760

All auditors in the name-list above have no relationship with or vested interest in the Company/subsidiary/affiliated company/Management/ major shareholders or any person related to those persons. Therefore, all those auditors are independent in performing their audit work and expressing opinion on financial statements of the Company. Mr. Vichien Khingmontri, CPA no. 3977, audited the Company's financial statements in the year 2013, and had three consecutive years in service with us.

4. The Company shall appoint any one of them to conduct auditing and express opinion on the Company's financial statements. In case any one of them could not perform his or her duties, PwC is authorized to nominate any CPA to perform duties in place of him or her.

Remuneration has been fixed at Baht 1,800,000 per annum (one million and eight hundred thousand bahts only), which is equal to that of last year.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 6 To appoint Directors in place of those who have completed their terms in office.

Background and reasons :

1. Clause no. 14 of the Company's Articles of Association reads "At every Annual General Meeting, one-third of the directors, or if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third shall vacate office".
2. There are 3 directors who shall vacate office at this Annual General Meeting, i.e.
 - 1) Mr. Suchat Boonbanjerd Sri Independent Director, Audit Committee Member, and Chairman of the Good Corporate Governance Committee
 - 2) Mrs. Srisuda Lertsumitkul Director
 - 3) Mr. Manit Ativanichayaphong Director, Good Corporate Governance Committee Member, and Risk Management Sub-committee Member

Details and biography of each director appeared in *Attachment no. 3*. Since there will be nominations of Independent Directors in this Annual General Meeting, the Company is pleased to furnish you with definition of Independent Director as currently applied by the Company and compliant to minimum requirement of the Notification of the Capital Market Supervisory Board as shown in *Attachment no.4*.

3. The Thai Institute of Directors Association's criteria for Corporate Governance Report of Thai Listed Companies for the year 2014 stipulates that Independent Director should not remain in the position of director for over nine years. If extensions of directors' terms are proposed, the Board of Directors should present the reasons for requesting the meeting of shareholders to consider approving the selection of directors who have been in office for over nine consecutive years as directors meeting independent director qualifications.

4. The meeting of the Nomination and Remuneration Committee opines that the list of retiring directors should be proposed to the Board of Directors to consider submitting it to the meeting of shareholders to re-elect them as directors for another term. In the aforementioned consideration of approval, the Nomination and Remuneration Committee has considered additional reasons exclusively for the case of Mr. Suchat Boonbanjerd Sri. Mr. Suchat Boonbanjerd Sri is an independent director and his stay in the office ended in 2013 for a total of eleven years, which did not concur with the criteria for Corporate Governance Report of Thai Listed Companies for the year 2014 as mentioned in Background and reasons no. 3 above. The Nomination and Remuneration Committee has taken the matter under consideration and rendered the opinion that Mr. Suchat Boonbanjerd Sri served as an independent director in terms of fulfilling qualifications and satisfactorily performing his duties throughout his term of office. He is well equipped with knowledge about the Company's business operations and devoted time, knowledge, ability and experience in finance and banking while maintaining good relations with various businesses and organizations in offering recommendations or suggestions leading to maximum benefits for the Company and every group of stakeholders. Moreover, Mr. Suchat Boonbanjerd Sri performed his duties with prudence and caution, honesty and transparency, without conflicts of interest for the Company. Hence, a resolution was passed for proposal to the Board of Directors to consider submitting him to the meeting of shareholders to re-elect Mr. Suchat Boonbanjerd Sri as an independent director for another term.
5. During October 1, 2013 – December 31, 2013, the Company had announced through its website and through the disclosure channel provided by the Stock Exchange of Thailand (ELCID) that the shareholders were invited to nominate qualified persons to be considered and appointed as Directors. After the end of the period, there was no nomination.

Opinion of the Board : The Board of Directors, excluding the directors who have any special interest in this agenda, has considered that the 3 persons proposed by the Nomination and Remuneration Committee for nominating as directors are well qualified according to the Public Limited Company Act B.E. 2535. They are knowledgeable, capable, well experienced, and fit to perform their duties as directors of the Company. Furthermore, Mr. Suchat Boonbanjerd Sri is also fully qualified according to the definition of Independent Director of the Notification of the Capital Market Supervisory Board and of the Company and has properly performed his duties as Independent Director during the period he has been holding his office up to the present time. Therefore, it was deemed appropriate to propose to the meeting of shareholders to nominate all the 3 Directors as Directors of the Company for another term as proposed by the Nomination and Remuneration Committee.

Required number of votes to pass resolution : A majority of votes of attending shareholders who have the right to vote.

Agenda 7 To approve remuneration of Directors for the year 2014.

Background and reasons :

1. The Public Limited Company Act, Section no. 90, reads “Remuneration of directors has to be paid in accordance with the resolution of the shareholders’ meeting with the shareholders’ votes of not less than two-third of shareholders who attend the meeting”.
2. Remuneration of directors has to be paid in line with roles and responsibility of directors and it should be reviewed every year. In the year 2014, the Nomination and Remuneration Committee deemed it appropriate to propose to the Board of Directors to consider submitting it to the meeting of shareholders to approve fixing remuneration of directors at not exceeding Baht 2,490,000 (two million and four hundred and ninety thousand baht only) per annum, which is equal to that of last year.

However, remuneration of directors is still in the range of the average rate of remuneration of directors according to results of the survey conducted by the Thai Institute of Directors Association (IOD).

Opinion of the Board : After consideration, the Board of Directors agreed with the proposal of the Nomination and Remuneration Committee. It was resolved that the Meeting of Shareholders should be requested to approve remuneration of Directors as follow:-

Remunerations per year (meeting allowance) (Unit : Baht)	2013 (year of proposing)	2012
1) Remunerations of Directors		
1.1) Chairman	300,000	300,000
1.2) 8 Directors at Baht 150,000 each	1,200,000	1,200,000
Total Remunerations of directors	1,500,000	1,500,000
2) Remunerations of Audit Committee		
2.1) Chairman of Audit Committee	350,000	350,000
2.2) 2 Members of Audit Committee at Baht 150,000 each	300,000	300,000
Total Remunerations of Audit Committee	650,000	650,000
3) Remunerations of Remuneration and Nomination Committee		
3.1) Chairman of Remuneration and Nomination Committee	50,000	50,000
3.2) 3 Members of Remuneration and Nomination Committee at Baht 40,000 each	120,000	120,000
Total Remunerations of Remuneration and Nomination Committee	170,000	170,000
4) Remunerations of Good Corporate Governance Committee		
4.1) Chairman of Good Corporate Governance Committee	50,000	50,000
4.2) 3 Members of Good Corporate Governance Committee at Baht 40,000 each	120,000	120,000
Total Remunerations of Good Corporate Governance Committee	170,000	170,000
Grand Total	2,490,000	2,490,000

Total remuneration of all Directors of the year 2014 shall not exceed Baht 2,490,000.

The Company has not paid any remuneration to the Risk Management Sub-committee.

Required number of votes to pass resolution : Two-thirds of votes of attending shareholders who have the right to vote.

Agenda 8 To approve the changing of the par value of the Company's ordinary shares.

Background and reasons :

1. Presently, Registered Capital of the Company equals Baht 2,709,904,800, comprising 270,990,480 ordinary shares at par value Baht 10 each as specified in Clause no. 4 of the Company's Memorandum of Association 'Registered Capital' and Clause no. 4 of the Company's Articles of Association reads "Shares of the Company are ordinary shares. The par value of each share is Baht 10".
2. The Company has desired to change the par value of the Company's ordinary shares in order to increase the volume and liquidity of shares that are listed and traded on the Stock Exchange of Thailand.

Opinion of the Board : It was recommended to propose to the meeting of shareholders to approve the changing of the par value of the Company's ordinary shares from Baht 10 (ten) each to Baht 1 (one) each. As a result, the issued and paid-up ordinary shares will be increased from 270,990,480 shares to 2,709,904,800 shares. However, registered and paid-up capital of the Company will be unchanged and equal to Baht 2,709,904,800.

Required number of votes to pass resolution : Three-fourths of votes of attending shareholders who have the right to vote.

Agenda 9 To approve the amendment to Clause no. 4 of the Memorandum of Association of the Company 'Registered Capital' to be in accordance with the changing of the par value of the Company's ordinary shares.

Background and reasons :

1. Clause no. 4 of the Company's Memorandum of Association reads "Registered Capital equals Baht 2,709,904,800, comprising 270,990,480 ordinary shares at par value Baht 10 each".
2. The Public Limited Company Act, Section no. 31, reads "The Company may amend the Memorandum of Association or the Articles of Association of the Company only when the meeting of shareholders has passed a resolution therefor by not less than three-fourths of the total votes of shareholders present and qualified to vote".
3. The Company has desired to amend Clause no. 4 of the Memorandum of Association of the Company 'Registered Capital' to be in accordance with the changing of the par value of the Company's ordinary shares as proposed in Agenda 8.

Opinion of the Board : It was recommended to propose to the meeting of shareholders to approve the amendment to Clause no. 4 of the Memorandum of Association of the Company 'Registered Capital' to be in accordance with the changing of the par value of the Company's ordinary shares as follows:-

Before amendment :

“Clause 4	Registered capital of	2,709,904,800	baht	(Two thousand seven hundred nine million nine hundred four thousand and eight hundred baht)
	divided into	270,990,480	shares	(Two hundred seventy million nine hundred ninety thousand and four hundred eighty shares)
	with a par value of each share		10 baht	(Ten baht)
			categorized into	
	Ordinary share	270,990,480	shares	(Two hundred seventy million nine hundred ninety thousand and four hundred eighty shares)
	Preference share	-	shares	(-)”

After amendment :

“Clause 4	Registered capital of	2,709,904,800	baht	(Two thousand seven hundred nine million nine hundred four thousand and eight hundred baht)
	divided into	2,709,904,800	shares	(Two thousand seven hundred nine million nine hundred four thousand and eight hundred shares)
	with a par value of each share		1 baht	(One baht)
			categorized into	
	Ordinary share	2,709,904,800	shares	(Two thousand seven hundred nine million nine hundred four thousand and eight hundred shares)
	Preference share	-	shares	(-)”

Required number of votes to pass resolution : Three-fourths of votes of attending shareholders who have the right to vote.

Agenda 10 To approve the amendment to Clause no. 4 of the Articles of Association of the Company to be in accordance with the changing of the par value of the Company’s ordinary shares.

Background and reasons :

1. Clause no. 4 of the Articles of Association of the Company reads “Shares of the Company are ordinary shares. The par value of each share is Baht 10”.
2. The Public Limited Company Act, Section no. 31, reads “The Company may amend the Memorandum of Association or the Articles of Association of the Company only when the meeting of shareholders has passed a resolution therefor by not less than

three-fourths of the total votes of shareholders present and qualified to vote”, and Section no. 50, reads “Each share of the Company shall be equal to value”.

3. The Company has desired to amend Clause no. 4 of the Articles of Association of the Company to be in accordance with the changing of the par value of the Company’s ordinary shares as proposed in Agenda 8 by not specifying the value of share in order to allow more coverage of the Company’s Articles of Association.

Opinion of the Board : It was recommended to propose to the meeting of shareholders to approve the amendment to Clause no. 4 of the Articles of Association of the Company to be in accordance with the changing of the par value of the Company’s ordinary shares as follows:-

Before amendment :

“Clause 4 Shares of the Company are ordinary shares. The par value of each share is ten baht.

Unless otherwise provided herein, ordinary shares are transferable without any restrictions. Foreigners are entitled to hold the ordinary shares in the Company not exceeding forty-five percent of all distributed ordinary shares.”

After amendment :

“Clause 4 Shares of the Company are ordinary shares. The par value of each share shall be equal to value.

Unless otherwise provided herein, ordinary shares are transferable without any restrictions. Foreigners are entitled to hold the ordinary shares in the Company not exceeding forty-five percent of all distributed ordinary shares.”

Required number of votes to pass resolution : Three-fourths of votes of attending shareholders who have the right to vote.

Agenda 11 To approve the amendment to Clause no. 3 of the Memorandum of Association of the Company ‘Objects’

Background and reasons :

1. The Public Limited Company Act, Section no. 31, reads “The Company may amend the Memorandum of Association or the Articles of Association of the Company only when the meeting of shareholders has passed a resolution therefor by not less than three-fourths of the total votes of shareholders present and qualified to vote”.
2. The Company would like to add the Company’s Objects as set forth in Clause no. 3 of the Memorandum of Association from the current 16 items to 32 items in support of the Company’s businesses which are expanding domestically and internationally and in time to support the upcoming AEC.

Opinion of the Board : It was recommended to propose to the meeting of shareholders to approve the amendment to Clause no. 3 of the Company’s Memorandum of Association by expanding the objects from 16 items to 32 items to allow flexibility and to support the Company’s future business expansion as follows:-

Current Objects	Objects after Amendment
1. To carry on the business of manufacturing for sale of container, household equipment, kitchenware, office supplies, and its components made from plastic, melamine, and all kind of metals, except manufacturing of goldware, silverware, nielloware, bronzeware, and manufacturing of cup and bowl, or earthenware which is traditional Thai art and culture.	1. To carry on the business of manufacturing for sale of container, cup and bowl, made from plastic, melamine, metal, and all kind of materials, glassware including household equipment, furniture, utensil, decoration, kitchenware, office supplies, and its components made from all kind of materials, except manufacturing of goldware, silverware, nielloware, bronzeware.
2. To carry on the business of manufacturing for sale of accessory, clothes, and ready-made apparel, including textile manufacturing products such as carpet, cotton, yarn, synthetic, except manufacturing of Thai silk thread, Thai silk weaving, or printing on Thai silk.	2. To carry on the business of manufacturing for sale of accessory, clothes, bag, and ready-made apparel, including textile manufacturing products such as carpet, cotton, yarn, synthetic, except manufacturing of Thai silk thread, Thai silk weaving, or printing on Thai silk.
3. To import, buy machines, engines, equipments, instruments, components and parts of the aforesaid using for business operation as stipulated in the objectives no.1 and 2 above.	3. To import, buy machines, engines, equipments, instruments, components and parts of the aforesaid using for business operation as stipulated in the objectives no.1 and 2 above.
4. To buy, acquire, rent, lease out, buy on hire-purchase, own, possess, improve, develop, use or otherwise manage any property whatsoever as well as the fruits thereof.	4. To buy, acquire, rent, lease out, buy on hire-purchase, own, possess, improve, develop, use or otherwise manage any property whatsoever as well as the fruits thereof.
5. To borrow, lend money, give commercial credit, certify debt, for benefit in operation as stipulated in the objectives, guarantee, issue, transfer or endorse bills of exchange or other instruments.	5. To borrow, lend money, give commercial credit, certify debt, for benefit in operation as stipulated in the objectives, guarantee, issue, transfer or endorse bills of exchange or other instruments.
6. To sell, transfer, mortgage, pledge, exchange or otherwise dispose of any property.	6. To sell, transfer, mortgage, pledge, exchange or otherwise dispose of any property.
7. To undertake a service business providing guarantees for debt for a person or juristic person, including the guarantee for a person related to the company or to company operation, in accordance with the laws of immigration, taxation, custom, labour, and other laws, with non commercial purpose.	7. To undertake a service business providing guarantees for debt for a person or juristic person, including the guarantee for a person related to the company or to company operation, in accordance with the laws of immigration, taxation, custom, labour, and other laws, with non commercial purpose.

Current Objects	Objects after Amendment
8. To contact with government agencies and officials in acquiring or disposal of an exclusive right, contract, right, proprietary, trademark license, industrial property, copyright, patent, concession, or any privilege needed in company operation.	8. To contact with government agencies and officials in acquiring or disposal of an exclusive right, contract, right, proprietary, trademark license, industrial property, copyright, patent, concession, or any privilege needed in company operation.
9. To apply for any application, license and registration as necessarily or beneficially for company operation.	9. To apply for any application, license and registration as necessarily or beneficially for company operation.
10. The company may offer its shares for sale at a price higher than the registered par value.	10. The company may offer its shares for sale at a price higher than the registered par value.
11. The company may issue its securities, such as debenture, bill of exchange, warrant, or any instrument comply with the Securities and Exchange Commission Regulations and/or other related law in order to offer for sale to shareholder and/or any person and/or any people.	11. The company may issue its securities, such as debenture, bill of exchange, warrant, or any instrument comply with the Securities and Exchange Commission Regulations and/or other related law in order to offer for sale to shareholder and/or any person and/or any people.
12. To carry on the direct sales business or direct market business according to the law.	12. To carry on the direct sales business or direct market business according to the law.
13. To carry on the business of trading in fresh food, dried food, pre-cooked food, food supplement, canned food, food seasoning, food, beverage, beer, liquor, and other consumables.	13. To carry on the business of trading in fresh food, dried food, pre-cooked food, food supplement, canned food, food seasoning, food, beverage, beer, liquor, and other consumables.
14. To carry on the business of trading in textiles, quilts, bedsheets, towels, yarn, garments, ready-made clothes, wearing apparels and accessories, cosmetics, beauty aids or accessories, and other consumer goods.	14. To carry on the business of trading in textiles, quilts, bedsheets, towels, yarn, garments, ready-made clothes, wearing apparels and accessories, cosmetics, beauty aids or accessories, and other consumer goods.
15. To carry on the business of trading in household instrument and equipment, electric device, packaging, food storage box, and instrument component.	15. To carry on the business of trading in household instrument and equipment, electric device, packaging, food storage box, and instrument component.
16. To carry on the business of trading in rice, rice products, cassava, cassava products, maize, sesame seeds, beans, pepper, tea, coffee, cream or artificial cream, jute, kapok, cotton, lace, castor beans, wood, rubber, vegetables, fruits, forest products, medicinal herbs, animal hides, animal horn, live animals, animal flesh, sugar, animal food, and agricultural products of all kinds.	16. To carry on the business of trading in rice, rice products, cassava, cassava products, maize, sesame seeds, beans, pepper, tea, coffee, cream or artificial cream, jute, kapok, cotton, lace, castor beans, wood, rubber, vegetables, fruits, forest products, medicinal herbs, animal hides, animal horn, live animals, animal flesh, sugar, animal food, and agricultural products of all kinds.

Current Objects	Objects after Amendment
---	17.To be a broker, agent or commission agent in transactions and businesses of all types except insurance, membership recruitment for associations, and trading in securities.
---	18.To establish branch offices or to appoint agents, within or outside the Kingdom, to become a partner with limited liability in a limited partnership and to become shareholder in other limited company.
---	19.To carry on the business of production, creation and broadcast of information, advertisement, public relation, promotion, activity, as well as website transaction via internet network.
---	20.To carry on the business of trading in medicines for the curing and prevention of disease in humans and animals, pharmaceutical products, chemical substances, medical and pharmaceutical equipment, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, and scientific instrument and equipment.
---	21.To carry on the business of trading in gold, precious metal alloys, silver, diamonds, precious gems and semi-precious stones, including imitations thereof.
---	22.To carry on the business of newspaper, printing, printed matter, journal, document, and all types of magazine in Thai and foreign language for company or related to company activity, or distributor, member, and company client.
---	23.To carry on the business of manufacturing , buying, wholesaling, retailing of air purifier, electrical equipment, bedding, communicational equipment, stationery, educational and educational promotional equipment, environment treatment product, home repair product, leak repair equipment, tool and repair tool for container, utensil and building, car product, car accessory product, engine oil, lubricant oil.

Current Objects	Objects after Amendment
---	24.To carry on the business of trading in plastics, or other similar materials, either in raw form or processed into articles.
---	25.To carry on the business of trading in food supplements for plants, agricultural instruments such as the spraying device for food supplements for plants.
---	26.To carry on the business of trading in latex, crude rubber sheet, or other kinds of rubber, that are produced by or derived from any part of the rubber tree, including synthetic rubber and synthetic versions of the said materials or goods made by scientific means.
---	27.To carry on the business of import and export of the goods stipulated in the objectives for distribution.
---	28.To undertake a service business of counseling and providing recommendations on problems related to work management, commerce and industry, including problems of manufacturing, marketing and distributing.
---	29.To carry on a service business of collecting, compiling, preparing, publishing and distributing statistics, data and information concerning agriculture, industry, commerce, finance and marketing, including analyzing and assessing the outcome of business transactions.
---	30.To carry on a service business of being a manager who protects the interests, collects and receives the benefit and manages the properties for others.
---	31.To carry on the business of bidding for sale of goods and hire of work in accordance with all of the objectives, for any person, body of persons, juristic person, government agency and state enterprise.
---	32.To carry on the business of selling, retailing, wholesaling of all products stipulated in the objects, by direct retailing to client and consumer via catalog, company shop, internet or electronic transaction, distributor, and website of distributor or business partner.

Required number of votes to pass resolution : Three-fourths of votes of attending shareholders who have the right to vote.

Agenda 12 Other (if any)

During October 1, 2013 – December 31, 2013, the Company had offered rights to the shareholders through its website and through the disclosure channel provided by the Stock Exchange of Thailand (ELCID) to propose any matter to the Board of Directors for making it a matter in the agenda of the meeting of shareholders. After the end of the period, there was no matter proposed for consideration.

The Company is pleased to advise that :

1. The shareholder register book for the right to attend the Annual General Meeting of Shareholders no. 33 (of the year 2014) shall be recorded on March 12, 2014. Also, March 13, 2014 shall be the book-closing date on which the shareholder list as specified in Section no. 225 of the Securities and Exchange Act shall be compiled.
2. Any shareholder who wants to appoint a proxy, please fill in the proxy form, sign on it, and affix it with duty stamp. Proxy form was attached herewith. Shareholders can download it from the Company's website at www.srithaisuperware.com and choose only ONE of the Company's proxy forms either Proxy Form A, Form B or Form C (Proxy Form C for use by foreign investors appointing custodians in Thailand as depositories).
3. In order to speed up registration process for shareholders who want to attend the meeting, we request all shareholders and/or their proxies to produce the Attendance Registration Form on which contains the barcode to our officers in charge of the attendance registration on the date of meeting. Please also assure that relevant documents or evidences for identification of yourselves being carried by you as per details described in *Attachment no. 5*.
4. In case you could not attend the meeting and you do not have your own proxy, please appoint Mrs. Siriporn Sailasuta, an Independent Director (Curriculum Vitae of Independent Director to be appointed as proxy is in *Attachment no. 6*), to be your proxy and vote on your behalf in the meeting. Please fill in the proxy form, sign your name on it, and send it along with other relevant documents as described in *Attachment no. 5* to:-

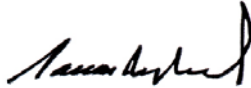
Mr. Prin Bholnivas – Company Secretary
Srithai Superware Public Company Limited
15 Suksawat Road, Soi 36, Bangpakok,
Rasburana, Bangkok 10140
Telephone number is 0-2427-0088, extension no. 2204

Please send those documents to arrive the Company in advance before date of meeting which is within April 28, 2014, so that the Independent Director can attend the meeting and vote on your behalf.

5. The Company has prepared an Annual Report 2013 in CD form, and delivered it to shareholders together with this invitation. Any shareholder desires to get a printed copy of the Annual Report, please contact Office of the Company Secretary at the address as specified in no. 4 above, so that a printed copy could be sent to you.

Please attend the meeting on the date and at the time and place as specified.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Sanan Angubolkul'.

Mr. Sanan Angubolkul
Chairman of the Board

Attachment no. 1 (Page 1/22)

**Srithai Superware Public Company Limited
Minutes of the Annual General Meeting of Shareholders
No. 32 (of the year 2013)
Convened in Meeting Room Building 3, 4th Floor,
Srithai Superware Public Company Limited
15 Suksawat Rd., Soi 36, Bangpakok, Rasburana, Bangkok
Friday 26th April, 2013**

Directors, Executives, Auditors and Legal Advisors of Srithai Superware Public Company Limited, “the Company”, attending the meeting comprised:-

Board of Directors

9 Directors attending the meeting were:-

- | | |
|--------------------------------|------------------------------|
| 1. Mr. Sanan Angubolkul | 2. Mr. Viroj Lowhaphandu |
| 3. Mr. Suchat Boonbanjerd Sri | 4. Mr. Enghug Nontikarn |
| 5. Mrs. Siriporn Sailasuta | 6. Mrs. Srisuda Lertsumitkul |
| 7. Mr. Manit Ativanichayaphong | 8. Mr. Naphol Lertsumitkul |
| 9. Mr. Prin Bholnivas | |

Executives Attending the Meeting

- | | |
|--------------------------|--------------------------------|
| 1. Mr. Prayoon Kajitte | 2. Ms. Bunnapa Lertsumitkul |
| 3. Mr. Pawat Chalermpong | 4. Mr. Pongsak Kantiratanawong |
| 5. Mr. Rakesh Singh | 6. Mr. Chairroj Eangtanarat |
| 7. Mr. Anupoch Pasawat | |

External Auditors from PricewaterhouseCoopers ABAS Limited

1. Mr. Vichien Khingmontri, Certified Public Accountant
2. Miss Tanaporn Tana-Arpaong, Certified Public Accountant

Legal Advisors

- | | |
|------------------------------|-------------------------------------|
| 1. Mr. Precha Techamuanvivit | 2. Ms. Panita Snitwongse Na Ayudhya |
|------------------------------|-------------------------------------|

Mr. Sanan Angubolkul, Chairman of the Board, chaired the meeting.
The meeting started at 14:07 hrs.

The Chairman welcomed all shareholders and expressed thanks to them for attending the Annual General Meeting of Shareholders no. 32 (of the year 2013). He informed the meeting that Clause no. 29 of the Articles of Association of the Company read “In the shareholders’ meeting, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending the meeting amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders must hold shares not less than one-third of the total number of shares sold.” In this meeting, there were 146 shareholders and proxies attending the meeting in persons and by proxy, representing 163,609,078 shares which were 60.37% of total shares issued by the Company. A quorum was formed according to Articles of Association of the Company. He then declared the meeting open, and followed the agenda of the meeting.

Attachment no. 1 (Page 2/22)

The Chairman introduced to the meeting the Company's directors, high-ranking executives, external auditors and legal advisors, and assigned Mr. Prin Bholnivas, director and the Company Secretary, to inform the meeting regarding the meeting procedures and voting methods:-

Mr. Prin Bholnivas informed the meeting about meeting procedures and voting methods as follow:

1. Shareholders Eligible to Attend the Meeting

The shareholder register book for the right to attend the Annual General Meeting of Shareholders was recorded on March 13, 2013. The book-closing date was March 14, 2013 on which the shareholder list as specified in Section 225 of the Securities and Exchange Act was compiled.

2. The Documents Received by the Shareholders

- 2.1 Invitation to the Annual General Meeting of Shareholders no. 32 (of the year 2013), total 50 pages.
- 2.2 Registration Form for the Annual General Meeting of Shareholders no. 32 (of the year 2013).
- 2.3 Annual Report of the year 2012 in CD form.
- 2.4 General Information and Financial Statements.
- 2.5 Proxy Form B.

3. Compliance to Good Corporate Governance

3.1 Proposing an agenda to the Company

The Company provided an opportunity to all shareholders to propose an agenda to the meeting and propose names of competent persons to be candidates for the Company's directorial positions. This information was disclosed via the website of the Stock Exchange of Thailand and the Company. Shareholders could submit proposal during October 1 – December 31, 2012. By the end of the period, no shareholder exercised such right to propose anything. The Board of Directors had therefore proposed agenda of the meeting as appeared in the invitation letter.

3.2 Appointing an Independent Director as proxy

Regarding the shareholders who could not attend the meeting by themselves but would like to exercise their right in this meeting, the Company in its effort to comply with the good corporate governance policy proposed an Independent Director, Mr. Suchat Boonbanjerd Sri, to be their proxy. The Chairman already introduced him to the meeting. His profile and directorial detail appeared in the attachment of the invitation letter, pages 42/50 – 44/50.

3.3 Witnessing Vote Counting

The Company had made available and had retained a witness who was neutral in vote counting to assure transparency and fairness in vote counting in respective agenda. The Company had assigned Ms. Panita Snitwongse Na Ayudhya, our legal advisor, to pursue vote counting. She was then at the vote counting point. A representative of shareholders in the meeting was invited to witness vote counting. Mrs. Atthaporn Chongviriyaphan, a proxy of the shareholder Mr. Veravute Ua-Cherdkul, volunteered as a witness.

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4. Meeting Procedure

The meeting would consider the agenda one by one according to the meeting agenda in the invitation letter. Directors would present relevant information in respective agenda, invite questions from shareholders, and ask for voting. During the course of collecting voting cards and vote counting, next agenda would be considered in order to save time of shareholders. Result of vote counting would be announced after completion of counting. Any shareholder who wished to enquire/express opinion was requested to disclose name and surname, so that the Company could record his/her name and surname for references.

5. Vote Counting/Voting

In case of shareholders attending the meeting in person

The Chairman would propose each agenda to the meeting for voting. He would ask the meeting if any shareholder who has attended the meeting in person disagreed or abstained, then they should raise their hands. If any shareholder who attended the meeting in person raised his/her hand to show disagreement or abstention, the Company's officer would collect a voting card from that shareholder. All shareholders have already received voting cards after registration of attendance. It would be taken as granted that shareholders who have attended the meeting in person and did not raise their hands in the meeting have approved or agreed with the proposal.

In case of shareholders attending the meeting by proxy

The Company has made available 3 kinds of proxy forms as required by the Business Development Department, Ministry of Commerce, as follow:-

- Form A : The proxy form for shareholder who wishes to allow his/her proxy to vote freely;
- Form B : The proxy form for shareholder who wishes to determine how to vote in each agenda or allow his/her proxy to vote freely. This proxy form has been enclosed to this Invitation Letter; and
- Form C : The proxy form for foreign investors who have appointed custodians in Thailand as depository.

- The Business Development Department has allowed each shareholder to appoint not more than 3 proxies. However, only one proxy would be allowed to attend the meeting.
- In the course of voting by proxy, a proxy would have right to consider and vote as deemed appropriate. The method used would be as if the shareholder had attended the meeting in person.
- As for the proxy that shareholder has explicitly expressed his/her direction of votes, the Company has then recorded such a vote in the computer system at the registration. When the agenda arrived the overall votes will be shown, both the votes from shareholders at present who have not yet voted, and the votes placed beforehand. They are presented on the screen on your right-handed side.

Attachment no. 1 (Page 4/22)

- As for the collection of the voting cards, the Company will ask for the permission to keep the voting cards in order to summarize the results of voting. After the meeting, the Company would like to request shareholders to return the voting cards to the Company's officers so that they are kept as evidence.
- In voting, according to the Articles of Association of the Company, each shareholder has the number of votes the same as the number of shares they are holding. One share has one vote. The shareholder or his/her proxy can only vote one way or another, namely "Approve", "Disapprove" or "Abstain".
- Data processing in vote counting
The computer system will bring together the votes "Approve", "Disapprove" or "Abstain" according to the shareholder's wish as explicitly expressed in the proxy, and votes recorded by the Company at registration, and then add the votes together in the meeting room. The overall votes will be shown on the screen on your right-handed side.

6. Resolution of the Meeting

The meeting was an Annual General Meeting of Shareholders. A resolution of the meeting would require, in an ordinary event, the majority votes of the shareholders who attended the meeting and cast their votes. In case of a tied vote, the Chairman of the meeting would have a casting vote (according to Articles of Association of the Company Clause no. 30), except Agenda no. 7 about giving approval on remuneration of directors which would require not less than two-third of votes (as per the Public Limited Company Act, Section no. 90).

7. Answering Questions of Shareholders

The Company has put Agenda no. 8, Other (if any), in the Invitation Letter. If any shareholder wished to ask questions irrelevant to the first seven matters in the agenda, the Company would answer those questions in the 8th Agenda, i.e. Other Matters.

Mr. Sanan Angubolkul, Chairman, pursued the agenda as follow:-

Agenda no. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders no. 31 (of the year 2012) convened on Friday 27th April, 2012.

Mr. Sanan Angubolkul, Chairman, informed the meeting that minutes of the meeting was mailed to all shareholders. It contained 19 pages as appeared in the Invitation Letter, pages 10/50 – 28/50.

Mr. Prin Bholnivas, Company Secretary, requested the meeting to adopt Minutes of the Annual General Meeting of Shareholders no. 31 (of the year 2012). It required majority votes to pass a resolution for this agenda. If nobody asked for amendment, it would be deemed as an adoption.

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Resolution The meeting adopted the Minutes of the Annual General Meeting of Shareholders no. 31 (of the year 2012), held on Friday 27th April, 2012, with unanimous votes of shareholders who attended the meeting and cast their votes as follow:-

Approved	166,571,778	votes	representing	100.00%
Disapproved	-	votes	representing	-
Abstained	-	votes	representing	-
Total	166,571,778	votes	representing	100.00%

Agenda no. 2 To acknowledge the report of the Board about operation results of the Company for the past year.

Mr. Sanan Angubolkul, Chairman, reported to the meeting the operation results for the year 2012 that sales have grown up by 16% as follows:-

Sales and Service Income from Consolidated Financial Statements	Year 2011	unit : Baht million	
		Year 2012	% change
Melamine products	2,161	2,340	8%
Plastic products	4,717	5,773	22%
Trading & others	674	645	(4%)
Total	7,552	8,758	16%

with the proportion of export of 30% and domestic sales of 70%. For the year 2013, the value of sales will increase from Baht 8,758 million in 2012 to Baht 10,300 million, an increase of 18%. Approximately 4 years ago, the Company estimated the sales value for the year 2014 at Baht 10,000 million. However, since this year (2013) is its 50th Anniversary, the Company would like to give present to shareholders by speeding up the target of Baht 10,000 million to this year, faster than what has been announced.

This year the melamine household products will get marketing promotion by creating the perception that the use of the Company's melamine products is a lifestyle, not only the use of it like the old-generation mobile phone that no any new generation is interested. If our melamine's design has not been renewed, melamine for the new generation is likely to disappear. Therefore, we have to rely on research and development such that our melamine products will be to the new generation's taste, which hopefully receives good responses. However, we will focus on ASEAN markets first, as well as those countries whose consumers are open up to new things such as Hong Kong and Singapore. We believe that we will be successful.

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Since melamine manufacturing is labor-intensive, there is a problem of short supply of labor, together with the rise of minimum wage to Baht 300 per day throughout the country. Thus, our next step will have to be a slowdown of investment expansion for domestic production. Even though we hire foreign labor from Myanmar and Cambodia, we also have to pay wages and welfare expenses at the same rate as Thai workers, which is a high cost. The Company then prepares to solve the problem by opening a melamine manufacturing factory in Ho Chi Minh City, Vietnam, where originally we have only one factory manufacturing both plastic and melamine products for 16 years. Because our plastic business is expanding well, we then separate out one factory to exclusively produce melamine in order to prepare for the investment expansion in manufacturing melamine products in Vietnam. Currently, we have 20 melamine compression moulding machines and will increase the production capacity to 100 machines in the next 2–3 years.

As for India, we currently have 3 direct sales offices due to high demand of our products. However, with the high import duty of 28%, we then chose a plot of land in Gujarat State to construct a melamine manufacturing factory.

Our plastic product business has grown up very fast, even though the gross profit was not good. The previous year, gross profit was improved because we stopped to receive orders for automobile parts and electronic parts. Although these products generated income around Baht 700-800 million a year to the Company, they used intensive labor, resulting in a small amount of profits. Then, we discontinued by this second quarter and turned to producing take-away containers instead. This kind of container can be used to store vegetables, fruits or food to take home. They are used in most restaurants.

The Company produces food containers for ready-to-eat meals for large food business entrepreneurs, of which the Company is among the leaders. In addition, the Company sells cups for carbonated soft drinks and pop-corn buckets used in cinemas, of which the Company is the sole supplier to Major Cineplex. Also, the Company has signed a contract with SNAP CREATIVE MANUFACTURING and got the right to produce cartoon characters of the leading roles in the films on the cup topper. The business has been expanded to Vietnam and other ASEAN countries where there is prospective.

The Company produced beverage packaging for some large beverage manufacturers. This is a fast growing business. Moreover, it is expected that in less than 20 years there will be severe shortage of water, the beverage packaging market then is growing very fast. We have a plan to install a bottle blowing machine in front of the machines of one of carbonated soft drink manufacturer by drilling into the wall. We will install the bottle blowing machine on one side and sending through the wall into the customer's filling machine on the other. The contract will cover over a 5-year period, which will help our beverage packaging business to grow very fast.

Another interesting business is the manufacturing of material handling products such as pallet, containers, etc. Customers include domestic and foreign beverage manufacturers, as well as convenience stores and superstores. Furthermore, the Company has manufactured two-tone containers for automobile assembly entrepreneurs who use them to store parts.

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As for furniture, i.e. plastic chairs, in addition to normal models, the Company is coming out with furniture products that focus on lifestyle. We are now negotiating with a medium-sized manufacturer who has done research and development on plastic furniture products and has Italian-style design. Eventually, there will be some coordination that brings lifestyle furniture to manufacture at Srithai Superware. We are then confident that melamine and plastic products business of our Company will grow at a sustainable pace in the next 10 years.

The food supplements business is another business with high growth. However, it has high competition and takes time. Thailand is moving into the aging society because the birth rate is only less than 1%. Thai people have a longer life, thus watching over their health more. Since last month, there are a lot of SNatur member applicants. This business is growing fast in the next 5 years. So we would like to report this information to the meeting.

Resolution The meeting acknowledged report of the Board of Directors about operation results of the Company for the past year.

Agenda no. 3 To approve Statements of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2012 as audited by the auditors.

Mr. Sanan Angubolkul, Chairman, asked Mr. Prin Bholnivas, Company Secretary, to report to the meeting.

Mr. Prin Bholnivas explained to the meeting that the documents for Agenda no. 3 are the General Information and Financial Statements that had already been distributed to shareholders. In 2012, the Auditor's Report has changed to 4-paragraphs format, which conforms to the new auditing standards. The first paragraph refers to the background, while the second paragraph is the responsibility of the executives to the financial statements. The third paragraph is the responsibility of the auditor and the last paragraph is the opinion of the auditor to the financial statements, for which the auditor has certified without any conditions.

When considering the Consolidated Financial Statements and the Company Financial Statements, total current assets in Consolidated Financial Statements for the year 2012 amounted to Baht 3,630 million, compared with Baht 3,105 million for the year 2011. Total current assets in Company Financial Statements amounted to Baht 3,074 million, compared with Baht 2,657 million for the year 2011.

The non-current assets included investments in other companies, property, plant and equipment, and other assets totaling of Baht 5,695 million for the year 2012, an increase from Baht 4,981 million for the year 2011.

Total assets of the Group of Company for the year 2012 were Baht 9,325 million, an increase from Baht 8,085 million for the year 2011.

Total non-current assets of the Company for the year 2012 were Baht 5,351 million, an increase from Baht 5,146 million for the year 2011.

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Total assets of the Company for the year 2012 were Baht 8,425 million, an increase from Baht 7,803 million for the year 2011.

As for the liabilities and shareholders' equity, the Consolidated Financial Statements showed the current liabilities of Baht 2,729 million for the year 2012, an increase from Baht 2,516 million for the year 2011. The non-current liabilities included long-term loans and employee benefit obligations in Consolidated Financial Statements amounting to Baht 2,139 million, an increase from Baht 1,485 million for the year 2011. The total liabilities for the Group of Company for the year 2012 amounted to Baht 4,867 million, an increase from Baht 4,002 million for the year 2011.

Total current liabilities of the Company for the year 2012 were Baht 2,414 million, an increase from Baht 2,219 million for the year 2011. Total non-current liabilities of the Company for the year 2012 were Baht 1,547 million, an increase from Baht 1,386 million for the year 2011. Then the total liabilities of the Company were Baht 3,961 million, as compared with Baht 3,605 million for the year 2011.

The shareholders' equity in Consolidated Financial Statements for the year 2012 was Baht 4,458 million, as compared with Baht 4,084 million for the year 2011.

The shareholders' equity of the Company for the year 2012 was Baht 4,464 million, an increase from Baht 4,198 million for the year 2011.

It can be seen that the financial status of the Company continues to grow both on the assets side as well as the shareholders' equity.

Having compared the performance between both years, the Group of Company for the year 2012 generated revenue of Baht 8,757 million, an increase from Baht 7,552 million for the year 2011 equivalent to a rise of 16%.

For Company Financial Statements, revenue for the year 2012 equaled to Baht 7,182 million, an increase from Baht 6,694 million for the year 2011 or a rise of approximately 7%.

Net profit in Consolidated Financial Statements for the year 2012 amounted to Baht 577 million as compared with Baht 284 million for the year 2011.

As for Company Financial Statements which is used to consider dividend payment, the net profit for the year 2012 was Baht 459 million as compared with Baht 316 million for the year 2011.

Net profit attributable to owners of the parent in Consolidated Financial Statements for the year 2012, amounted to Baht 542 million, an increase from Baht 282 million for the year 2011. This is linked to earnings per share in Consolidated Financial Statements for the year 2012, which were Baht 2.00 per share, while in year 2011 the figure was Baht 1.04 per share. For Company Financial Statements for the year 2012, earnings per share was Baht 1.70 per share as compared with Baht 1.17 for the year 2011.

The Statements of Financial Position and Statements of Comprehensive Income have been approved by the Audit Committee and already audited by the Certified Public Accountant.

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Mr. Prin Bholnivas invited the shareholders to ask questions or give recommendations.

An anonymous shareholder asked the reason why the net profit for the year 2012 sharply increased while sales increased by 16%.

Mr. Prin Bholnivas explained that in Consolidated Financial Statements, Sales and service income increased by 16%. Gross profit increased from Baht 1,494 million to Baht 1,915 million whereas expenses increased not by much because we tried to control expenses and brought automatic systems into the manufacturing process to reduce manpower. Another saver is the income tax, which was Baht 172 million for the year 2011 with the tax rate of 30% while the tax rate in the year 2012 was reduced to 23%. Moreover, the Company received benefits from various projects under BOI privileges which helped reduce income tax expenses.

Mr. Prin Bholnivas added on the reason for the increase in gross profit that they came from several parts. Firstly, the business that we expanded was melamine which did not grow by much, but for our plastic business we gradually reduced O.E.M. jobs for automobile parts and electronic parts since 2012. These products contribute little to the profits. Therefore, we tried to reduce orders for them. Secondly, the new business, namely food and beverage packaging, which requires high technology with less competitors, generates good profits. Thirdly, material handling products such as container and pallet are used in place of paper boxes and wooden pallet. For these reasons, they drive both sales and profit rates, much better than the injection service (O.E.M.). There are still O.E.M. jobs for the year 2012 but we are trying to stop altogether by this year. We also are trying to negotiate with our trading partners to adjust prices or be selective on jobs with good profit prospects so that our resources are used in a more profitable way.

A shareholder asked about the comparison of gross profit rate between this year and last year.

Mr. Prin Bholnivas answered that gross profit for the year 2012 was approximately equal to 21.9% in Consolidated Financial Statements. In 2013, it is estimated a similar rate as the previous year because there will be new investments in several projects which may not yet generate income for the whole year but in the second half of the year. Nevertheless, such investments will give a long-term benefit. Therefore, it is expected that gross profit this year may not be higher than the previous as it should be, what increases is the amount of profit.

- Shareholder : Which country has the highest wage rate among India, Vietnam, Thailand or China?
- Mr. Sanan Angubolkul : The wage rate in China is higher than Thailand, whereas Indonesia lower, Vietnam lower around 40%, as well as India.
- Shareholder : Then, should we focus on investment in the lower-wage rate country for our melamine products?
- Mr. Sanan Angubolkul : Those which are labor-intensive products will have to expand to India and Vietnam.

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- Shareholder : The profit figures in Company Financial Statements for the past years have been higher than those of Consolidated Financial Statements. Does that mean subsidiaries drag down the Company's financial position? But for last year their profit improved which is the key turning point, isn't it?
- Mr. Sanan Angubolkul : That's correct.
- Shareholder : Are there any other subsidiaries that drag the Company down?
- Mr. Sanan Angubolkul : As for now, nothing to worry about.
- Shareholder : As the Company exports 30% of the total sales, the strong baht is a concern.
- Mr. Sanan Angubolkul : We have implemented strategies such as instead of exporting to Vietnam we moved to produce there. In Vietnam, we are holding 100% of shares. Thus, we get rid of the exchange rate risk altogether.
- Shareholder : While each company is trying to aim at the automobile industry, but it is unfortunate that the Company will go out of it. Can the Company not create better value added to its plastic products since some companies in the SET have grown from producing parts for the automobile industry?
- Mr. Sanan Angubolkul : The automobile industry has been dominated by Japanese companies. Parts manufacturing is divided into 3 tiers. The first tier is that the manufacturers share ideas in the design of new model by having been doing research and development since in Japan. They will get good prices because they have the 2nd process which is not only plastic injection but also spray paint, assembly, etc. having value added. Mostly, Thai companies receive the 3rd tier type orders that all previous processes have been completed. We are hired to manufacture using their mould and send back finished products, with no value addition. Furthermore, an automobile company once agrees the price with the parts manufacturer, it will ask for discounts in the following years. However, now Srithai has more of its own technology with better market channels and better brand, we are then able to change the product portfolio. In the injection service (O.E.M.), we are only given the profit rate as they allow. However, if we can produce plastic

Attachment no. 1 (Page 11/22)

containers, which help reduce handling charges or parts loading, we can set the price. Right now we produce containers for automobile entrepreneurs, which generate good profit, produce easily, and use less labor intensive. While made-to-order business is labor intensive both in the manufacturing process and quality check, which is now not the business for Srithai. Nevertheless, you can see that the sales figures this year still increase by 18% reflecting our preparation before moving out.

- Shareholder : In case of the Baht currency, the profit from Vietnam has to be included in the profit of the Company by converting from the Vietnam's currency into the Baht. How does the problem with the strong Baht affect to the Company? And, when the Company exports to the Middle East, it will have to convert the currency as well, are there any effects to the profit?
- Mr. Prin Bholnivas : In the preparation of Consolidated Financial Statements, we have to convert the local currency of overseas operations into Baht, which will be presented under the caption "Exchange rate differences on translating financial statements". For the past year, it showed a profit of Baht 4 million approximately which arose from translating currency of the financial statements from foreign investment. As for the effect of the Baht on exports, it will be recorded in Profit and Loss Statements as an expense of the Company. For the first quarter of this year, there will be a loss from the exchange rate since the Baht has been appreciated continuously from the beginning of the year until the end of March.
- Shareholder : How much is the loss?
- Mr. Prin Bholnivas : Please wait until May 14, 2013 when we announce the first quarter's operating performance.
- Shareholder : How does the loss from the exchange rate affect the Company's profit?
- Mr. Prin Bholnivas : There will be some effects but the Company's profit is still looking healthy.
- Mr. Sanan Angubolkul : The loss from the exchange rate is not significant.

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No shareholder raised any other questions.

Resolution The meeting approved the Statements of Financial Position and the Statements of Comprehensive Income for the year ended December 31, 2012 as audited by the auditors, with unanimous votes of shareholders who attended the meeting and cast their votes as follow:-

Approved	166,584,279	votes	representing	100.00%
Disapproved	-	votes	representing	-
Abstained	-	votes	representing	-
Total	166,584,279	votes	representing	100.00%

Agenda no. 4 To approve appropriation of profit for the year 2012 and dividend payment.

Mr. Sanan Angubolkul, Chairman, asked Mr. Prin Bholnivas, Company Secretary, to report to the meeting.

Mr. Prin Bholnivas informed the meeting that there were 2 issues in this agenda. First, the appropriation of the annual net profit as a legal reserve was to be not less than 5% amounting to Baht 24 million, which was shown in the Statements of Financial Position resulting in the increase in the reserve to Baht 160 million at the end of the year 2012. The second issue was the approval of dividend payment from net profit as shown in Company Financial Statements at the rate of Baht 1.10 per share, for the total amount of Baht 298,089.528.

The rates of dividend payment for the last 3 years are comparatively presented in the following table:-

Dividend Payout Ratio and Net Profit

	Unit	Operation results of year		
		2012 (proposed)	2011	2010
Net profit as per Company Financial Statements	Million Baht	459.4	315.8	279.7
Dividend payment (per share)	Baht/share	1.10	0.75	0.60
Total dividend payment	Million Baht	298.1	203.2	162.6
Dividend payout ratio	%	64.9	64.4	58.1

Mr. Prin Bholnivas made presentation about taxation on dividend income as follow:-

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Detail of Income Tax on Dividend to be paid by the Company

Portion with Tax Credit :		
Total tax credit (paid out from net profit after corporate income tax at 23%)	0.80	Baht/share
Portion without Tax Credit due to payment made from :		
1. Net profit exempted from corporate income tax by BOI privileges.	0.28	Baht/share
2. Dividend exempted as non-taxable income for corporate income tax calculation.	0.02	Baht/share
Total Dividend without Tax Credit	0.30	Baht/share
Total Dividend	1.10	Baht/share

Name-list of shareholders shall be recorded on May 10, 2013 for the right to receive dividend. The shareholder register's book would be closed on May 13, 2013. Dividend would be paid on May 23, 2013.

The last date when shareholders could buy shares coupled with right to receive dividend would be May 7, 2013.

Resolution The meeting approved appropriation of net profit from operation results of the year 2012 as an additional legal reserve for the amount of Baht 24,000,000 and approved dividend payment at the rate of Baht 1.10 per share for the total amount of Baht 298,089,528, equivalent to 64.89% of net profit. The shareholder register book for the right to receive dividend shall be recorded on May 10, 2013. May 13, 2013 shall be the book-closing date on which the shareholder list shall be compiled as specified in Section no. 225 of the Securities and Exchange Act B.E. 2535. Dividend will be paid out on May 23, 2013. Total unanimous votes of shareholders who attended the meeting and cast their votes were as follow:-

Approved	166,584,279	votes	representing	100.00%
Disapproved	-	votes	representing	-
Abstained	-	votes	representing	-
Total	166,584,279	votes	representing	100.00%

Agenda no. 5 To appoint external auditors and fix their remuneration for the year 2013.

Mr. Sanan Angubolkul, Chairman, asked Professor Viroj Lowhaphandu, Independent Director and Chairman of the Audit Committee, to report to the meeting.

Professor Viroj Lowhaphandu, Independent Director and Chairman of the Audit Committee, reported to the meeting that according to Section 120 in Chapter 8 of the Public Limited Company Act B.E. 2535, it required an annual general meeting of shareholders to appoint external auditor and fix its remuneration every year. The former external auditor might be reappointed, and that auditor of a listed company must have the qualifications according to the Notification of the Office of the Securities and Exchange Commission No. SorShor. 39/2553, Re: Approval of Auditors in the Capital Market.

Attachment no. 1 (Page 14/22)

The Audit Committee with approval of the Board of Directors considered that the following audit firms were companies with international standards, knowledge, capacity, and were approved by the Office of the Securities and Exchange Commission:-

- 1) PricewaterhouseCoopers ABAS Limited 'PWC'
- 2) Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
- 3) KPMG Phoomchai Audit Limited
- 4) Ernst & Young Office Limited

The Company has issued an invitation letter to the 4 companies listed above to propose audit fees separating each year and covering 3 years. From the proposals of these four companies, the Audit Committee considered that PWC propose the lower among others and be lower than the previous year.

Therefore, the Audit Committee with approval of the Board of Directors proposed the appointment of auditors of PricewaterhouseCoopers ABAS Limited as external auditor for the year 2013, namely either of the following persons:-

- 1) Mr. Vichien Khingmontri CPA no. 3977 or
- 2) Ms. Anutai Poomsurakul CPA no. 3873 or
- 3) Mr. Chanchai Chairprasit CPA no. 3760

Their remuneration was fixed at Baht 1,800,000, decreased by Baht 227,000 from that of the last year.

Resolution The meeting resolved that the following persons from PricewaterhouseCoopers ABAS Limited be appointed as external auditors:-

- 1) Mr. Vichien Khingmontri CPA no. 3977 or
- 2) Ms. Anutai Poomsurakul CPA no. 3873 or
- 3) Mr. Chanchai Chairprasit CPA no. 3760

Anyone of them could conduct auditing and express opinion on the Company's financial statements for the year 2013. Remuneration was fixed at Baht 1,800,000 (One million and eight hundred thousand bahts only) per annum. Total votes of shareholders who attended the meeting and cast their votes were as follow:-

Approved	166,566,779	votes	representing	99.99%
Disapproved	-	votes	representing	-
Abstained	19,000	votes	representing	0.01%
Total	166,585,779	votes	representing	100.00%

Agenda no.6 To appoint Directors in place of those who have completed their terms in office.

Mr. Sanan Angubolkul, Chairman, asked Mrs. Siriporn Sailasuta, Chairwoman of the Nomination and Remuneration Committee, to report to the meeting.

Mrs. Siriporn Sailasuta requested Mr. Prin Bholnivas, Company Secretary, to report to the meeting.

Attachment no. 1 (Page 15/22)

Mr. Prin Bholnivas reported to the meeting on behalf of Chairwoman of the Nomination and Remuneration Committee that Clause no. 14 of Articles of Association of the Company requires directors to retire by one-third in the Annual General Meeting. The three directors who would retire were:-

- 1) Mr. Sanan Angubolkul Chairman, President, and Nomination and Remuneration Committee Member
- 2) Mr. Viroj Lowhaphandu Independent Director, and Chairman of the Audit Committee
- 3) Mr. Enghug Nontikarn Independent Director, Audit Committee Member, and Nomination and Remuneration Committee Member

Additional information of each director appeared in the Invitation Letter on pages 30/50 – 35/50. The Board of Directors opined that all the three retiring directors should be reappointed as directors. Under this agenda, voting on election of each director would be made one by one. The Company asked shareholders to propose the name of qualified persons to be appointed as Directors through the website from October 1, 2012 until December 31, 2012. After the end of such period, there was no other name proposed in addition to the names proposed by the Company whom were already approved by the Nomination and Remuneration Committee. On the date of consideration, Mr. Sanan Angubolkul and Mr. Enghug Nontikarn who were also members of the Nomination and Remuneration Committee had not voted. The Company, therefore, asked for permission from the meeting to vote.

Resolution The meeting re-appointed the 3 directors who have completed their terms in office as directors, with votes of shareholders who attended the meeting and cast their votes as follow:

- 1) Mr. Sanan Angubolkul Chairman, President, and Nomination and Remuneration Committee Member

Approved	166,511,879	votes	representing	99.96%
Disapproved	73,900	votes	representing	0.04%
Abstained	-	votes	representing	-
Total	166,585,779	votes	representing	100.00%

- 2) Mr. Viroj Lowhaphandu Independent Director, and Chairman of the Audit Committee

Approved	166,580,779	votes	representing	100.00%
Disapproved	-	votes	representing	-
Abstained	5,000	votes	representing	0.00%
Total	166,585,779	votes	representing	100.00%

- 3) Mr. Enghug Nontikarn Independent Director, Audit Committee Member, and Nomination and Remuneration Committee Member

Approved	166,493,279	votes	representing	99.94%
Disapproved	73,900	votes	representing	0.05%
Abstained	19,000	votes	representing	0.01%
Total	166,586,179	votes	representing	100.00%

Attachment no. 1 (Page 16/22)

Agenda no.7 To approve remuneration of Directors for the year 2013.

Mr. Sanan Angubolkul, Chairman, asked Mrs. Siriporn Sailasuta, Chairwoman of the Nomination and Remuneration Committee or Mr. Prin Bholnivas, Company Secretary, to report to the meeting.

Mr. Prin Bholnivas reported to the meeting that the Board of Directors deemed it appropriate to fix the remuneration of Directors for the year 2013 at not exceeding Baht 2,490,000, an increase of 50%. He explained that the previous rate of Baht 1,650,000 was approved at the meeting of shareholders since the year 2007, which had not been adjusted for 5 years. Thus, in this meeting the Company put forward an increase of the remuneration rate for approval and also asked for the approval of remuneration for other 2 committees that had not ever received remuneration, namely the Nomination and Remuneration Committee and the Good Corporate Governance Committee. The remuneration proposals are as follows:-

Remunerations per year (meeting allowance) (Unit : Baht)	2013 (year of proposing)	2012	increase
1. Remunerations of Directors			
1.1) Chairman	300,000	200,000	100,000
1.2) 8 Directors at Baht 150,000 each (increase at Baht 50,000 each)	1,200,000	800,000	400,000
Total Remunerations of directors	1,500,000	1,000,000	500,000
2. Remunerations of Audit Committee			
2.1) Chairman of Audit Committee	350,000	350,000	-
2.2) 2 Members of Audit Committee at Baht 150,000 each	300,000	300,000	-
Total Remunerations of Audit Committee	650,000	650,000	-
3. Remunerations of Remuneration and Nomination Committee			
3.1) Chairman of Remuneration and Nomination Committee	50,000	-	50,000
3.2) 3 Members of Remuneration and Nomination Committee at Baht 40,000 each	120,000	-	120,000
Total Remunerations of Remuneration and Nomination Committee	170,000	-	170,000
4. Remunerations of Good Corporate Governance Committee			
4.1) Chairman of Good Corporate Governance Committee	50,000	-	50,000
4.2) 3 Members of Good Corporate Governance Committee at Baht 40,000 each	120,000	-	120,000
Total Remunerations of Good Corporate Governance Committee	170,000	-	170,000
Grand Total	2,490,000	1,650,000	840,000

Total remuneration of directors for the year 2013 shall not exceed Baht 2,490,000.

Attachment no. 1 (Page 17/22)

Resolution The meeting approved remuneration of directors at Baht 2,490,000 (Two million and four hundred and ninety thousand bahts only) per annum with votes of shareholders who attended the meeting and cast their votes as follow:-

Approved	166,568,579	votes	representing	99.99%
Disapproved	-	votes	representing	-
Abstained	19,000	votes	representing	0.01%
Total	166,587,579	votes	representing	100.00%

Agenda no.8 Other (if any)

Mr. Prin Bholnivas, Company Secretary, informed the meeting that during October 1, 2012 – December 31, 2012, the Company had offered rights to the shareholders through its website and through the disclosure channel provided by the Stock Exchange of Thailand (ELCID) to propose any matter to the Board of Directors for making it a matter in the agenda of the meeting of shareholders. After the end of the period, there was no matter proposed for consideration. Therefore, this agenda had no additional issue to be considered but the session was open for shareholders to ask questions or give recommendations.

Mr. Sanan Angubolkul, Chairman, invited questions from shareholders.

Mr. Samard Supanun, a shareholder, complimented that annual report of this year was excellently prepared, concise, easy to read, with information clearly presented. Another thing was that it was understood that Srithai’s marketing was very strong, making it harder to compete. Thirdly, the financial statements were excellent with strong growth. Fourthly, the arrangement of this shareholders’ meeting was very good. For negative points, he pointed out the Notes to the Financial Statements No. 28 : Transactions incurred in relation to storm and fire incident. There was fire incident at Amata Nakorn Chonburi Factory in year 2010 and the Company received all the compensations. However, there were hidden and invaluable damages, particularly the loss of opportunities on production and marketing. In year 2012, there was a storm damaging at Suksawat Factory, approximating the damage cost of more than Baht 10 million. These two situations were accidents and risks. He then considered No. 2 : Risk Factors in the Annual Report and saw that the Company excellently focused on the prevention of marketing risks, satisfactorily managed financial risks, and reasonably prepared for manufacturing risks. However, he did not find the risk counter-measures concerning accidents in the Annual Report, which was the weakness of Srithai. He looked at No. 8.2 : Board of Directors : Authority and Responsibility in the Annual Report and saw 2 names – Mr. Manit and Mr. Prin – being a member of the Risk Management Sub-Committee. Some companies had a Risk Management Committee but not a Risk Management Sub-Committee. Srithai had Mr. Prin as the Chairman of the Sub-Committee. Since the management of disaster risks was the weakness of Srithai, it was proposed that the Risk Management Sub-Committee should be upgraded to the Risk Management Committee as the Company incurred damages of hundreds of million baht already. When considering the level of operations on the risk issue, one can look at No. 12.3 : Safety, Health and Working Environment; No. 12.4 : Environment; and No. 12.5 : Standard on Quality Management System for Automotive Industry, in the Company’s Annual Report.

Attachment no. 1 (Page 18/22)

Upon considering No. 12.3 : Safety, Health and Working Environment, there were some remarks that disasters occurred at Amata and Suksawat Factories but not at the Korat Factory. It was found that Korat Factory obtained the certification for the Occupational Health and Safety Management System Standard (OHSAS) 18001:2007.

Upon considering No. 12.4 : Environment, Bangpoo, Korat and Amata Factories each obtained a certificate on Environmental Management System Standard ISO 14001:2004, but Suksawat Factory had not yet accommodated this standard.

Upon considering No. 12.5 : ISO/TS 16949:2009, Amata and Bangpoo Factories have been certified but not for the Suksawat Factory. The Suksawat Factory is an old factory with aging staff who are hard to change. Despite accumulated experiences which are strength, the weakness is that they are quite stubborn and do not accept new things easily. This weakness point needs to be adjusted in Srithai as it has created losses of hundreds of million baht, which should not happen again in the future. In preventing the risk from storm, there is an Act on Building Safety Control which requires the inspection of buildings once every 6 months by a third party. The building safety inspection includes building strength, electrical systems, system works and other relevant matters. The safety team of the Company may not be strict enough, and also outsiders who come to inspect may not have the expertise regarding stability and strength of the buildings. Therefore, the Chairman of Risk Management Sub-Committee is asked to review such weaknesses on the Occupational Health and Safety Management System Standard (OHSAS).

Mr. Prin Bholnivas thanked the shareholder and would take the comments for consideration.

Another shareholder asked about the sales target this year of Baht 10,000 million, was the Chairman confident to achieve such a target?

Mr. Sanan Angubolkul : Of course.

Shareholder : Is the Chairman confident that the net profit ratio would be the same?

Mr. Sanan Angubolkul : There is nothing to be concerned regarding the net profit ratio, please feel content, the management can manage it.

Shareholder : Regarding piece of river-sided land 8 rais, has it been handled or developed a specific real estate project?

Attachment no. 1 (Page 19/22)

- Mr. Sanan Angubolkul : This piece of land has a good location as one side is connected to the main road and the other to the river, which is hardly found nowadays. However, we do not engage in real estate business because our main business is manufacturing. But if the land can be sold with good price, we will do it. At the moment, we rent it out as warehouses and have to wait for several years for the very good price. Then, it should be used to generate more benefits. Currently, we have 2 projects to be implemented. The first project will use a part of the land to build a factory so that we do neither have to buy a new land nor invest in the construction since the existing building is used to be a plastic injection moulding factory. We have invited an Italian company that manufactures lifestyle furniture to set up a joint venture. Also, we already have the permit for factory operation. The second project is for the part of land connecting to the main road, we are doing the feasibility study to open up a Superware Outlet.
- Shareholder : Where about is this land?
- Mr. Sanan Angubolkul : Near Kasikornbank's Head Office.
- Shareholder : 3-4 years ago, one shareholder asked the Chairman whether you had an idea to reduce the share's par value. You said no because the share price then was lower than the par. Now the share price is higher than the par, do you think you will reduce the share's par value?
- Mr. Sanan Angubolkul : Probably, but not in the near future because now the Company is expanding fast and the liquidity of share trading improves. But in the future, it is probable.
- Shareholder : How much progress is there on the project in Indonesia?
- Mr. Sanan Angubolkul : In Indonesia, we have a factory that jointly invested with the Maspion Group, in which Srithai has 32.5% of shareholding. It has very good dividend payment and profit. Since the Indonesian economy has remarkably grown, we are considering to do joint venture with another company in Jarkata who excels in plastic. Shortly we may win the bidding to manufacture a product for a big company in Jarkata. This is a good opportunity to do joint venture for the second factory in Indonesia.

Attachment no. 1 (Page 20/22)

- Shareholder : As being learned that food and beverage packaging business will grow very fast this year and next year, such high growth and profit prospect will induce competitors into the business. Also, the Company expects that gross profit ratio increases a little from last year, does it result from the higher competition in the business or new pricing strategies to be applied with our competitors? How distinguishing our strength in this kind of product is from the competitors, because even with better technology, the competitors may catch up in the future?
- Mr. Sanan Angubolkul : Preform for bottle blowing and plastic closures businesses will grow very fast. We hedge against the competition risk by buying the technology and license of closures that protected technologies covering 14 countries. Eventhough demand for preform in the market is very high, preform manufacturers without the closures technology will be at disadvantage. Using preform manufactured by others may not fit and cause some problems. Thus, we are formulating a strategy to win the advantage. Shareholders can be satisfied that the giant carbonated soft drinks firms also use our products. Closures manufactured by Srithai are highly demanded. While the beverage producer has 5-6 bottle-filling factories in Vietnam, Srithai supplies for 50% of their total demand. In Myanmar, a new factory producing drinking water soon to be opened will be buying our preform and bottle crates from us. Hence we have the advantage to be content of. Moreover, a new competitor is hard to enter the business because there are a lot of difficulties at the beginning. We used to incur a lot of losses because the unfitted closures made the gas leak. We had to pay very high compensation for it. The value of closures sold was not much compared with the very high compensation if any. Therefore, the giant companies will avoid trading with small and medium-sized entrepreneurs as not enough sources of fund to cover up such a problem. This also prevents a new potential competitor from entering into the business.

Attachment no. 1 (Page 21/22)

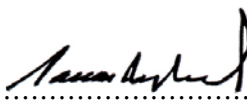
- Shareholder : The ASEAN Economic Community will come into reality soon. In the next 10 years, will the average sales of the Group grow at the same rate as before or at a leap pace?
- Mr. Sanan Angubolkul : We employ marketing and business strategies for a 5-year period. Currently, we are formulating a strategy for the next 5 years. Next year, we may slow down investment and make the most use of existing assets. We will focus on making profit rather than just the business growth. We believe that in the next 10 years, we will grow sustainably and continue to enjoy better profit by emphasizing the businesses with good prospect and good profit.
- Shareholder : Will AEC increase or decrease our sales?
- Mr. Sanan Angubolkul : On the AEC issue, as now our businesses are already grown such as preform and closures that we export to Indonesia, the Philippines, etc. We move before the government, and actually are the leader of AEC.
- Shareholder : In year 2015, will the Company's sales trend continue and not change too much?
- Mr. Sanan Angubolkul : Growing up and growing fast. May be faster but not worse.
- Shareholder : Looking back 2-3 years, the average annual investment budget was Baht 1,000 million. Whereas over the past 10 years, investment was much lower. In the next 2-3 years, how our investment will look like?
- Mr. Prin Bholnivas : Investment budget for this year has been set at Baht 1,700 million. From the next year onwards, we will slow down investment and focus on the efficient use of existing resources. For the past 4-5 years, we had to invest a lot because we changed the product portfolio, entered into a new business and made some improvements in moulds and machines. Eventhough most investments were funded by bank loans, they were under our control. As of the end of year 2012, we have the Debt to Equity ratio approximately 1.1 times. By the end of this year, the figure is expected to be 1.3 to 1.4 times. Despite the bank's covenant allowing us to maintain such ratio at 2 times, we would not borrow up to that much. Although investment budget is high, the return on investment will help to pay out the debt.

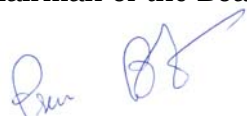
Attachment no. 1 (Page 22/22)

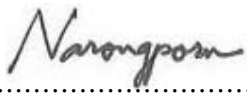
- Shareholder : The tax rate this year is approximately 20%.
Will the effective tax rate be lower because we
also have BOI?
- Mr. Prin Bholnivas : The effective tax rate is approximately 15% -
16%.

No shareholder proposed other matter for consideration.

The Chairman expressed his gratitude to the meeting, and the meeting was closed at 15:49 hrs.

Signed  Chairman of the Meeting
(Mr. Sanan Angubolkul)
Chairman of the Board

Signed  Secretary of the Meeting
(Mr. Prin Bholnivas)
Company Secretary

Signed  Minutes Taker
(Mr. Narongporn Pashekrepapon)

Attachment no. 2 (Page 1/1)

Remuneration to Auditor of the year 2013

1) Audit Fee

The Company and subsidiaries paid audit fee to PricewaterhouseCoopers ABAS Limited, “PwC”, and business related to PwC in the past accounting year for the sum of Baht 3.37 million and USD 22,000.

2) Non-audit Fee

The Company and subsidiaries paid non-audit fee for the auditing as per requirement of the Board of Investment (BOI), the auditing as required by the Revenue Department for tax benefits utilization in relation to inventory destruction, the additional computer auditing for the change in sales system, review and audit of subsidiaries and associates’ financial statements, and preparation of information package for the consolidated financial statements to PwC in the past accounting year for the sum of Baht 0.99 million. The Company and subsidiaries had completely recorded all abovementioned non-audit fees as expenses in the year 2013.

Attachment no. 3 (Page 1/7)

**Curriculum Vitae of retiring directors
who are proposed for nomination as directors for another term**

Name : Mr. Suchat Boonbanjerd Sri

Age : 54 years

Nationality : Thai

Present Position : Independent Director, Audit Committee Member,
and Chairman of the Good Corporate Governance
Committee

**Authority to sign for
the Company as per
Certification Document** : None

No. of share : None (as of December 27, 2013)

**Relationship among
Directors and Management** : None

**Illegal acts in
the past 10 years** : None

**Training Course
Thai Institute of
Directors Association (IOD)** : Directors Certification Program (DCP)
Audit Committee Program (ACP)

Other Training : Executive Development Program (EDP)
Leadership Development Program (LDP),
Thai Listed Companies Association

Education :

Institution	Degree	Major
Chulalongkorn University	Bachelor (2 nd class honor)	Quantitative Economics
Wharton School, University of Pennsylvania, U.S.A.	M.B.A.	Business Administration : Finance & Marketing

Experience :

Company	Position	Time Period
Kasikornbank Public Company Limited	Dealer – Treasury Department	A.D. 1985 – 1986
Kasikornbank Public Company Limited, Los Angeles Branch	Manager	A.D. 1986 – 1994
Thammasat University, Kasetsart University	Guest Lecturer, M.B.A. Program	A.D. 1987

Attachment no. 3 (Page 2/7)

Experience (Cont'd) :

Company	Position	Time Period
Asset Plus Securities Company Limited	Senior Vice President	A.D. 1994 – 1996
Dynamic Eastern Finance (1991) Public Company Limited	Managing Director	A.D. 1996 – 1997
Financial Restructuring Authority of Thailand	Non core Sale Department	A.D. 1997 – 1998
Sub-Committee on Fiscal, Banking and Financial Institution, House of Representatives	Advisor	A.D. 1999 – 2000
Siam University	Guest Lecturer, M.B.A. Program	A.D. 2000
Aeronautical Radio of Thailand Company Limited, A state enterprise under the Ministry of Transport and Communication	Director	A.D. 2001 – 2002
Siam Syntech Construction Public Company Limited	Director	A.D. 2001 – 2002
Sub-Committee on Economics Development, House of Representatives	Advisor	A.D. 2001 – 2005
Aeronautical Radio of Thailand Company Limited	Advisor, Risk Management Committee	A.D. 2002 – 2006

Present Positions in Companies :

1) Listed Companies :

Company	Position
Srithai Superware Public Company Limited	Independent Director, Audit Committee Member, and Chairman of the Good Corporate Governance Committee

2) Non-listed Companies :

2.1) Srithai Superware Group : None

2.2) Other Companies :

Company	Position
Practicum Engineering Company Limited	Chairman
Knight Club Capital Asset Management Company Limited	Director

Attachment no. 3 (Page 3/7)

3) Position in competing companies/company related to business of the Company that conflict of interest may arise : None

Attendance :

- Board meetings	No. of meetings held : 7	No. of meetings attended : 7
- Audit Committee meetings	No. of meetings held : 4	No. of meetings attended : 3
- Good Corporate Governance Committee meetings	No. of meetings held : 4	No. of meetings attended : 4
- Meeting among Independent Directors and auditors without attendance of Management	No. of meetings held : 1	No. of meetings attended : 1

Tenure of directorship : 11 years (since August 2002 till present time)

Attachment no. 3 (Page 4/7)

**Curriculum Vitae of retiring directors
who are proposed for nomination as directors for another term**

Name : Mrs. Srisuda Lertsumitkul
Age : 73 years
Nationality : Thai
Present Position : Director
Authority to sign for the Company as per Certification Document : None
No. of share : 15,000,000 shares or 5.54% (as of December 27, 2013)

Relationship among Directors and Management : Mother of Mr. Naphol and Ms. Bunnapa Lertsumitkul

Illegal acts in the past 10 years : None

Training Course Thai Institute of Directors Association (IOD) : None

Education :

Institution	Degree	Major
-	Elementary school	-

Experience :

Company	Position	Time Period
Srithai Superware Public Company Limited	Director	Since establishment till present

Present Positions in Companies :

1) Listed Companies :

Company	Position
Srithai Superware Public Company Limited	Director

2) Non-listed Companies :

- 2.1) Srithai Superware Group** : None
2.2) Other Companies : None

Attachment no. 3 (Page 6/7)

**Curriculum Vitae of retiring directors
who are proposed for nomination as directors for another term**

Name : Mr. Manit Ativanichayaphong
Age : 68 years
Nationality : Thai
Present Position : Director, Good Corporate Governance Committee Member, Risk Management Sub-committee Member, and Senior Marketing Director – Household Products

Authority to sign for the Company as per Certification Document : None

No. of share (included shares held by spouse) : 1,148,720 shares or 0.42% (as of December 27, 2013)

Relationship among Directors and Management : None

Illegal acts in the past 10 years : None

Training Course Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP)
Director Certification Program (DCP)

Education :

Institution	Degree	Major
Ramkamhaeng University	Bachelor Degree	Marketing

Experience :

Company	Position	Time Period
Grant Advertising International Inc.	Account Executive	A.D. 1967 – 1974

Present Positions in Companies:

1) Listed Companies :

Company	Position
Srithai Superware Public Company Limited	Director, Good Corporate Governance Committee Member, Risk Management Sub-committee Member, and Senior Marketing Director - Household Products

Attachment no. 3 (Page 7/7)

2) Non-listed Companies :

2.1) Srithai Superware Group :

Company	Position
<u>Subsidiary Company</u>	
1. Korat Thai Tech Company Limited	Director
2. Srithai Superware Manufacturing Private Limited	Director
3. Srithai Superware India Limited	Director
<u>Associated Company</u>	
1. Thai MFC Company Limited	Director
2. PT. Srithai Maspion Indonesia	Director

2.2) Other Companies : None

3) Position in competing companies/company related to business of the Company that conflict of interest may arise : None

Attendance :

- Board meetings No. of meetings held : 7 No. of meetings attended : 7
- Good Corporate Governance No. of meetings held : 4 No. of meetings attended : 4
Committee meetings
- Risk Management
Sub-committee meetings No. of meetings held : 11 No. of meetings attended : 10

Tenure of directorship : 11 years (since the Company was released from the Rehabilitation Plan in July 2002 till present time)

Attachment no. 4 (Page 1/2)

Definition of Independent Director

An independent director means the person who has the qualifications as stipulated by the Securities and Exchange Commission according to the Notification of the Capital Market Supervisory Board No. TorChor. 4/2552 Re : The Request for Approval and the Approval of Initial Public Offering (No. 2) and subsequent revision. The Company has set up the definition of independent director as follows :-

- (a) The person who holds voting shares of no more than 0.5% of total number of shares in the Company, parent company, subsidiaries, associated companies, major shareholder or controlling person, and the shares held by the related parties of such independent director will also be counted.
- (b) The person shall not be or did not use to be the director participating in the management of the Company, worker, employee, salaried consultant, or controlling person of the Company, parent company, subsidiaries, associated companies, subsidiary of the same echelon, major shareholder or controlling person of the Company, except that he has been free from such qualifications for at least 2 years before the date of submitting application to the office. Such qualifications do not apply to Independent Director who once served as governmental official or advisor of governmental entity who is a major shareholder or controlling person of the Company.
- (c) The person shall not have blood relationship with or shall not legally register to be father, mother, spouse, siblings, and children, including spouse of children of other director or the Management, or major shareholder, or controlling person or person who is proposed to be the director or the Management or controlling person of the Company/subsidiaries.
- (d) The person shall not have or did not use to have business relationship with the Company, parent company, subsidiaries, associated companies, major shareholder, or controlling person of the Company and such relationship may impede his own freedom of judgment, and shall not be or did not use to be the significant shareholder or controlling person of the person who have business relationship with the Company, parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company, except that he has been free from such qualifications for at least 2 years before the date of submitting application to the Office.

Attachment no. 4 (Page 2/2)

The business relationship mentioned above includes normal business transactions for conducting the businesses of renting or letting immovable properties, the transactions relevant to assets or services or the grant or acceptance of financial assistance by borrowing or lending, guaranteeing, offering assets as debt collateral, including similar behaviors, and such actions may affect the Company or its partner to be obligated to debts owed to another party at the lower of at least 3% of the net tangible assets of the Company or at least Baht 20 million. The calculation of such debts shall comply with the calculation methods of the value of connected transactions according to the Notification of the Capital Market Supervisory Board on related transactions mutatis mutandis. By considering such debts, it shall include the debts incurred within 1 year before the date of business relationship with the same person.

- (e) The person shall not be or did not use to be external auditor of the Company, parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company, and shall not be the significant shareholder, controlling person or partner of the audit office who is employer of auditor of the Company, parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company, except that he has been free from such qualifications for at least 2 years before the date of submitting an application to the Office.
- (f) The person shall not be or did not use to be any professional service provider, including legal service or financial advisory service obtaining the service fee more than Baht 2,000,000 per year from the Company, parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company, and he shall not be significant shareholder, controlling person, or partner of such professional service providers, except that he has been free from such qualifications for at least 2 years before the date of submitting an application to the Office.
- (g) The person is not the director who is appointed to be the representative of the Company's director, major shareholder, or shareholder who is related to major shareholder of the Company.
- (h) The person shall not conduct business of the same nature which competes significantly with the Company or subsidiaries or not be significant partner in any partnership or be executive director, worker, employee, salaried advisor, or hold shares more than 1% of total number of voting shares of other company who conducts business of the same nature which competes significantly with the Company or subsidiaries.
- (i) The person does not have any other characteristics that prohibit him from freely expressing opinions regarding the Company's operations.

Such independent director may be assigned by the Board of Directors to make decisions regarding the operations of the Company, parent company, subsidiaries, associated companies, or other subsidiary of the same echelon, major shareholder or controlling person of the Company by making collective decision.

Attachment no. 5 (Page 1/4)

Explanation on documents to identify shareholders or their proxies who are eligible to attend the meeting for purpose of registration and voting

The Company shall convene the Annual General Meeting of Shareholders no. 33 (of the year 2014) on Tuesday 29th April 2014 at 14.00 hrs. in Convention Room on the 4th floor of Building no. 3 of Srithai Superware Public Company Limited, No. 15 Suksawat Rd., Soi 36, Bangpakok, Rasburana, Bangkok 10140. A barcode system will be used in the registration process. In order to promote transparency and fairness for the benefit of the shareholders, the following procedures will be used to verify documents and identify shareholders or proxies who have right to attend the meeting. The Company is pleased to advise shareholders as follow:-

1. Proxy Form

The Department of Business Development, the Ministry of Commerce, issued a notification Re: Prescription of Proxy Forms (No. 5) B.E. 2550; the Company has therefore prepared a proxy form for shareholders who cannot attend the Meeting and wish to appoint a proxy to attend such meeting or appoint an independent director to vote on his behalf.

- 1.1 The Company has attached Proxy Form B, which prescribes certain particulars of the appointment of proxy along with this invitation letter.
- 1.2 If shareholders wish to use Proxy Form A which is a simple form or Proxy Form C for use by foreign investors appointing custodians in Thailand as depositories, shareholders can download it at the Company's website www.srithaisuperware.com. **In these cases, each shareholder is requested to bring along the attached Attendance Registration Form on which contains the barcode for the purpose of shareholder registration on the date of the meeting.**

2. Proxies

Shareholders who are unable to attend the meeting may appoint proxies to vote on their behalf by following procedure below:

- 2.1 Choose ONE of the Company's proxy forms.
 - 2.1.1 Only Form A or Form B for general shareholders.
 - 2.1.2 Either Form A, Form B or Form C for shareholders listed in the share registration book as "Foreign Investor Appointing a Custodian in Thailand as a Depository".
- 2.2 Appoint any one proxy as the shareholder wishes, or appoint an independent director as proxy. Please specify name and detail of only one proxy to attend the meeting.
- 2.3 Affix a 20-baht duty stamp to the proxy form and write the date across the stamp so that it becomes lawful. The Company can facilitate this procedure during registration for the meeting.

Shareholders are not allowed to allocate their shares to more than one proxy to vote in the meeting. Each shareholder may authorize his or her proxy to cast the number of votes equal to the number of shares he or she holds. Allocation of votes less than the total number of shares held is not allowed except for a custodian appointed as a depository by a foreign investor in accordance with Proxy Form C.

Attachment no. 5 (Page 2/4)

3. Documents to be shown prior to the Meeting

3.1 Natural Persons

3.1.1 Attendance in person:-

Please bring along with you valid official documents such as ID Card, Civil Service Card, Passport or Driving License supported by relevant documents if names or family names were changed.

Please also bring the attached Attendance Registration Form on which contains barcode for the purpose of shareholders registration on the date of the meeting.

3.1.2 Attendance by a proxy:-

- Any proxy form duly completed and signed by both the shareholder and his or her proxy;
- Copy of valid official ID Card or Passport of the shareholder duly certified true copy by the shareholder, and
- Copy of valid official ID Card or Passport of the proxy duly certified true copy by the proxy.

Please also bring the attached Attendance Registration Form on which contains barcode for the purpose of shareholders registration on the date of the meeting.

3.2 Juristic Persons

3.2.1 Attendance by a director of a juristic shareholder:-

- Any proxy form duly correctly and completely filled in and signed by authorized director(s) of the juristic shareholder and the proxy;
- Copy of a certificate of incorporation of juristic shareholder duly certified true copy by authorized director(s) containing particulars that the authorized signatory who appointed the proxy is entitled to appoint the proxy on behalf of the juristic shareholder; and
- Copy of valid official ID Card or Passport of director of a juristic shareholder duly certified true copy by such director.

Please also bring the attached Attendance Registration Form on which contains barcode for the purpose of shareholders registration on the date of the meeting.

3.2.2 Attendance by a proxy

- Any proxy form duly correctly and completely filled in and signed by authorized director(s) of the juristic shareholder and the proxy;
- Copy of a certificate of incorporation of juristic shareholder duly certified true copy by authorized director(s) containing particulars that the authorized signatory who appointed the proxy is entitled to appoint the proxy on behalf of the juristic shareholder;
- Copy of valid official ID Card or Passport of each authorized director who appointed the proxy duly certified true copy by such director; and
- Copy of valid official ID Card or Passport of the proxy duly certified true copy by the proxy.

Attachment no. 5 (Page 3/4)

Please also bring the attached Attendance Registration Form on which contains barcode for the purpose of shareholders registration on the date of the meeting.

- 3.3 Attendance by a custodian in Thailand appointed as a depository by a foreign investor
- 3.3.1 Please show all documents listed under Juristic Persons clause 3.2.1 or 3.2.2 above, as the case may be;
- 3.3.2 In case that a foreign investor wants to authorize a custodian to appoint a third party to be a proxy of the foreign investor, the following documents shall be produced:
- A power of attorney issued by a foreign investor authorizing the custodian to appoint a third party as the foreign investor's proxy; and
 - A confirmation letter that the custodian has been licensed to engage in custodian business.

Please also bring the attached Attendance Registration Form on which contains barcode for the purpose of shareholders registration on the date of the meeting.

If an original document is not made in English, please attach the English translation duly certified correct translation by shareholder or director(s) of such juristic person.

4. Registration

Registration will be open one hour before the start of the meeting or from 13.00 hours on Tuesday 29th April 2014 at the venue indicated on the map attached to this invitation letter.

5. Criteria for Casting Votes

5.1 General agenda

5.1.1 The vote for each item on the agenda will be counted as per the number of votes indicated in ballot submitted by the shareholders in the meeting and/or proxy form upon registration. One share will count one vote. Shareholders may only vote to agree or disagree with each item on the agenda or abstain from voting. Votes cannot be divided (except for the case of voting by a custodian appointed by a foreign investor in accordance with Proxy Form C).

5.1.2 Proxies

- 1) The proxy shall vote in compliance with the instructions made by the grantor in the proxy form. **Vote of the proxy in any agenda which is not in compliance with the proxy form shall be invalid and not considered as a voting by the shareholder.**
- 2) In the event that no instruction has been specified on the proxy form, or the instruction is unclear, or the meeting considers and votes on any other issue not specified on the proxy form, or there is any change or additional disclosure of fact of an item on the agenda, the proxy has the discretion to consider and vote as he or she deems appropriate.

Attachment no. 5 (Page 4/4)

5.2 Agenda for electing directors

According to Clause no. 13 of the Company's Articles of Association, the directors shall be elected by the shareholder's meeting in accordance with the following criteria and procedures:-

- 1) Each shareholder shall have one share for one vote;
- 2) Each shareholder shall exercise all of his or her shares according to (1) to vote for one or more directors but cannot divide the votes to specific director more or less than the others;
- 3) Persons who receive the highest votes arranged in order from higher to lower are elected to be the directors of the Company in a number equal to that of the number of directors to be appointed. In the event of a tied vote for a lower place, which would make the number of directors greater than that required, the chairman of the meeting shall have a casting vote.

6. Procedures on Casting Votes

The chairman of the meeting or one of the Company's officers will explain the procedure for casting votes before the meeting commences. Officers of the Company shall count and sum up votes on each agenda based on votes indicated in ballot submitted by the shareholder in the meeting and/or a proxy form upon registration. The results for each item on the agenda shall be announced before the agenda is finished.

The Company will arrange for an inspector who is an external legal advisor to supervise and check the vote counting in order to ensure transparency and lawfulness and compliance with the Company's Articles of Association.

Attachment no. 6 (Page 1/3)

Curriculum Vitae of Independent Director who is appointed as proxy

Name : Mrs. Siriporn Sailasuta

Age : 67 years

Nationality : Thai

Present Position : Independent Director, Chairwoman of the Nomination and Remuneration Committee, and Good Corporate Governance Committee Member

Authority to sign for the Company as per Certification Document : None

No. of share : None (as of December 27, 2013)

Relationship among Directors and Management : None

Illegal acts in the past 10 years : None

Training Course Thai Institute of Directors Association (IOD) : Directors Certification Program (DCP)
Financial Statements for Directors (FSD)
Role of Compensation Committee (RCC)

Education :

Institution	Degree	Major
Chulalongkorn University	B.Sc. in Engineering	Electrical Engineering
Pennsylvania State University	Certificate	Energy Planning Programme for Southeast Asia Countries
Office of the Civil Service Commission	Certificate, Top Executive Training Program 1	-
The National Defence College of Thailand, Institute of National Defence Academy	Certificate of Achievement, 42 nd Class	-
The Australian National University	Certificate	Leadership, Management and Governance in the Public Section

Attachment no. 6 (Page 2/3)

Experience :

Company	Position	Time Period
Department of Energy Development and Promotion, Ministry of Science and Technology	Deputy Director General (Administrator Level 9)	A.D. 1997 – 2000
Department of Energy Development and Promotion, Ministry of Science and Technology	Director General (Administrator Level 10)	A.D. 2000 – 2002
Department of Alternative Energy Development and Efficiency, Ministry of Energy	Director General (Administrator Level 10)	A.D. 2002 – 2006
The Thai Military Bank Public Company Limited	Advisor	A.D. 2006 – 2007

Present Positions in Companies :

1) Listed Companies :

Company	Position
Srithai Superware Public Company Limited	Independent Director, Chairwoman of the Nomination and Remuneration Committee, and Good Corporate Governance Committee Member

2) Non-listed Companies :

2.1) Srithai Superware Group : None

2.2) Other Companies :

Company	Position
Charoen Pokphand Group Company Limited	Advisor – Corporate Development & Productivity Improvement Office

3) Position in competing companies/company related to business of the Company that conflict of interest may arise : None

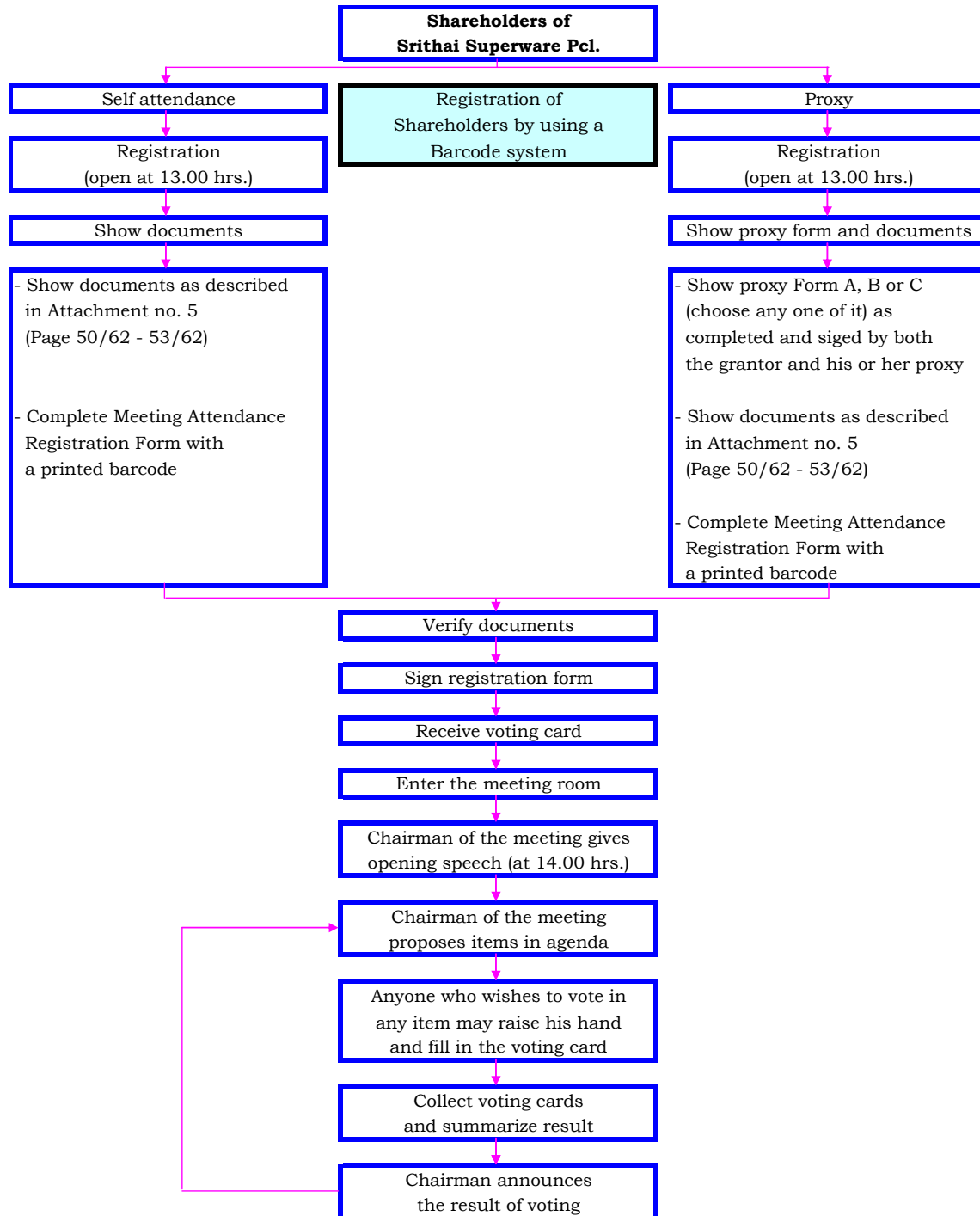
Attendance :

- Board meetings	No. of meetings held : 7	No. of meetings attended : 7
- Nomination and Remuneration Committee meetings	No. of meetings held : 2	No. of meetings attended : 2
- Good Corporate Governance Committee meetings	No. of meetings held : 4	No. of meetings attended : 3
- Meeting among Independent Directors and auditors without attendance of Management	No. of meetings held : 1	No. of meetings attended : 1

Attachment no. 6 (Page 3/3)

- Tenure of directorship** : 6 years (since 2008 till present time)
- Vested interest in any agenda in this AGM** : It is in Agenda no.7 only, concerning approval on 'Remuneration of Directors for the year 2014' because Mrs. Siriporn Sailasuta, an Independent Director acting as your proxy, is a Director, Chairwoman of the Nomination and Remuneration Committee, and Good Corporate Governance Committee Member.
-

**Process of Attending the Annual General Meeting of Shareholders No. 33
(of the year 2014)
Srithai Superware Public Company Limited
On Tuesday 29th April 2014**



Attachment no. 8 (Page 1/4)

Articles of Association of Srithai Superware Public Company Limited relating to the Annual General Meeting of Shareholders

Issuance of Shares

- Clause 4. Shares of the Company are ordinary shares. The par value of each share is ten baht.
Unless otherwise provided herein, ordinary shares are transferable without any restrictions. Foreigners are entitled to hold the ordinary shares in the Company not exceeding forty-five percent of all distributed ordinary shares.

Board of Directors

- Clause 12. The board of directors shall consist of board members of not exceeding twelve (12) persons and not less than five (5) persons and at least one half (1/2) of all directors shall have residence in Thailand.
Number of authorized director whose signature(s) are binding to the Company is any two directors sign jointly with the Company's seal affixed.
Consideration for the fixing or changing authorized directors whose signatures are binding to the Company shall be adopted in the general shareholders' meeting or board of directors' meeting as it is deemed appropriate.
- Clause 13. The directors shall be elected by the shareholder's meeting in accordance with the following criteria and procedures:
- 1) Each shareholder shall have one share for one vote;
 - 2) Each shareholder shall exercise all of his or her shares according to (1) to vote for one or more directors but cannot divide the votes to specific director more or less than the others;
 - 3) Persons who receive the highest votes arranged in order from higher to lower are elected to be the directors of the Company in a number equal to that of the number of directors to be appointed. In the event of a tied vote for a lower place, which would make the number of directors greater than that required, the chairman of the meeting shall have a casting vote.
- Clause 14. At every annual general meeting, one-third (1/3) of the directors, or if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.
The directors who vacate office in the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.
- Clause 19. The director can either be or not be the shareholder of the Company.

Attachment no. 8 (Page 2/4)

Clause 24. The director shall not be engaged in any business as partners or hold shares in another juristic person of the same category and being in competition of the Company unless he has informed the shareholders' meeting before passing of such resolutions.

Shareholders' Meeting

Clause 27. The board of directors shall call for a shareholders' meeting which is an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as it deems appropriate. Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of issued shares or not less than 25 shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of issued shares may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within one (1) month from the date of the receipt of such request from the said shareholders.

Clause 28. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Clause 29. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) attending the meeting or not less than one half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of issued shares of the Company, whereby a quorum would then be constituted.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Attachment no. 8 (Page 3/4)

- Clause 30. A resolution of the shareholders' meeting shall require:
- 1) in an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In the event of a tied vote, the chairman of the meeting shall have a casting vote.
 - 2) in the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required:
 - a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
 - b) the purchase or acceptance of transfer of the business of other company or private company by the Company;
 - c) execution, amendment or termination of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to other person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing.

- Clause 31. The matters which should be conducted by the annual general meeting of shareholders are as follows:
- 1) to consider the report of the board of directors concerning the Company's business in the past fiscal year;
 - 2) to consider and approve the balance sheet;
 - 3) to consider appropriation of profits;
 - 4) to consider and elect new directors in place of those who retire by rotation;
 - 5) to consider and appoint an auditor;
 - 6) other business.

Accounting, Financial and Auditing

- Clause 32. Fiscal year of the Company shall commence on the 1st day of January and end on the 31st day of December of every year.

- Clause 34. The board of directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the Company for submission to the shareholders for consideration and approval at the annual general meeting. The board of directors shall cause balance sheet and the statement of profit and loss to be examined by an auditor prior to submission to the shareholders' meeting.

- Clause 35. The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:
- 1) copies of the balance sheet and statement of profit and loss, which have already been audited by the auditor, including the auditor's report; and
 - 2) annual report of the board of directors.

Attachment no. 8 (Page 4/4)

Clause 36. No dividend shall be paid otherwise than out of profits. If the Company has accumulated loss, no dividend shall be paid.

The dividend will be equally allocated to each share.

The board of directors may from time to time pay to the shareholders such interim dividends as appeared to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.

The payment of dividends shall be made within one (1) month from the date on which the resolution was passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in the newspaper.

Clause 37. The Company shall appropriate the annual net profit in accordance with the Public Limited Company Act.

Clause 38. The auditor cannot be a director, staff member, employee or have acquired any position in the Company.

Clause 40. The auditor has the duty to attend the shareholders' meeting in each time that the meeting considers the balance sheet, statement of profit and loss, and matters concerning the account of the Company to report audit results to the shareholders. The Company shall also submit the reports and documents given to the shareholders for such shareholders' meeting to the auditor.

Map of Srithai Superware Public Company Limited
15 Suksawat Rd., Soi 36, Bangpakok,
Rasburana, Bangkok 10140

