

สำนักงานและโรงงาน 5 ซอยรังสิต-นครนายก 46 ตำบลประเวศชัย อำเภอธัญบุรี ปทุมธานี 12130 โทร. 0-2533-0450 โทรสาร 0-2974-1118
Head Office and Plant 5 Soi Rangsit-Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130, Thailand, Tel. (66) 2533-0450 Fax: (66) 2974-1118

No. SorLorNor. 042/2010

Date : March 22, 2010

Subject : Invitation to the 17th Annual General Meeting of Shareholders for the Year 2010

Attention : Shareholders

Enclosures : 1. A Copy of Minutes of the 16th Annual General Meeting of Shareholders for the Year 2009
2. 2009 Annual Report, including Financial Statements for the fiscal year ended December 31, 2009
3. Profiles of the nominated persons to be elected as directors in replacement of the retired directors by rotation
4. Definition of independent directors of Crown Seal Public Company Limited
5. Details of Auditors and Remuneration
6. Proxy Form
7. Details of independent directors for proxy granting of shareholders
8. Required documents to attend the Shareholders Meeting
9. Articles of Association of the Company relating to the Shareholders Meeting
10. Map showing the location of the Shareholders Meeting venue

The Board of Directors of Crown Seal Public Company Limited (“the Company”) resolved to call the 17th Annual General Meeting of Shareholders for the Year 2010 on Monday April 26, 2010 at 10:00 a.m. at Ballroom A Room, Nai Lert Park Hotel, located at 2 Wireless Road, Bangkok 10330 to consider the following agendas :

Agenda Item 1 To consider to adopt the Minutes of the 16th Annual General Meeting of Shareholders for the Year 2009

Background Information The 16th Annual General Meeting of Shareholders for the Year 2009 was held on April 23, 2009. The draft minutes of the meeting is attached herewith (Enclosure 1).

Opinion of the Board It is considered appropriate to approve the minutes of the 16th Annual General Meeting of Shareholders for the year 2009 held on April 23, 2009.



Agenda Item 2 **To acknowledge the performance of the Company for the Year 2009**

Background Information The report of the operating performance of the Company for the Year 2009 is shown in the 2009 Annual Report sent to the Shareholders with this Invitation (Enclosure 2).

Opinion of the Board It is considered appropriate to report the operating performance of the Company for the Year 2009 to the meeting for acknowledgement.

Agenda Item 3 **To approve the Balance Sheet and Statement of Income ended December 31, 2009**

Background Information The Balance Sheet and Profit and Loss Statement of the fiscal Year ended December 31, 2009 which were audited by the Certified Public Accountant. The details appear in the section of "Financial Statements" of the 2009 Annual Report sent to the Shareholders with this Invitation (Enclosure 2).

Opinion of the Board It is considered appropriate for the meeting to approve the Balance Sheet and Profit and Loss Statement reporting all transactions of the previous year which were audited by the Certified Public Accountant. Details of which appear in the section of "Financial Statements" of the 2009 Annual Report sent to the Shareholders with this Invitation.

Agenda Item 4 **To consider the allocation of profit and the dividend payment from the operation of the Company for the year 2009**

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

Opinion of the Board In 2009, the Company has earned net profit in amount of Baht 190,099,914 and carried no retained loss. In addition, the Company has sufficient cash flow to pay dividend. It is considered appropriate for the meeting to approve the dividend payment from the operation of the Company for the year 2009 since January 1, 2009 to December 31, 2009 for common share at the rate of Baht 1.00 per share with the total amount of Baht 52,000,012 and for preferred share at the rate of Baht 2.50 per share with the total amount of Baht 1,999,970 with the grand total amount of Baht 53,999,982 or 28.41 percent of net profit. The record date on which the

recorded shareholders have the right to receive dividend on March 8, 2010 and collect shareholders' name in accordance with section 225 of Securities and Exchange Act B.E. 2535 by closing the share registration on March 9, 2010 and the dividend will be made payable on May 14, 2010. The right to receive dividend, as the case may be, is uncertain as it has not yet been approved by shareholders.

Details	Proposed for approval	Approved of 2009
Net profit	190,099,914 Baht	162,224,057 Baht
Dividend payment rate		
1. Common Share	1.0 Baht/Share	0.77 Baht/Share
2. Preferred Share	2.50 Baht/Share	2.27 Baht/Share
Total dividend payment	53,999,982 Baht	41,856,000 Baht

Agenda Item 5 To consider the election of directors in replacement of the directors who retire by rotation

Background Information In order to comply with the Public Company Limited Act and the Articles of Association of the Company, one-third of directors must retire from office at the Annual General Meeting. If the number of director can not be exactly divided then the number of retired directors shall be nearest to one-third. Moreover, in order to promote the Good Corporate Governance, the company gave the shareholders an opportunity to nominate the persons to be elected as Directors during November 19, 2009 to January 19, 2010. However, there was no any proposal.

At the 17th Annual General Meeting of Shareholders for the year 2010 there shall be the following directors who retire by rotation.

- 1) Mr. Toshio Uehara Director
- 2) Mr. Akiyoshi Toba Director
- 3) Mr. Yukio Yajima Director
- 4) Mr. Satit Chanjavanakul Independent Director and the Audit Committee
- 5) Mr. Pairojana Meethawee Director

Opinion of the Board It is considered appropriate to propose the re-election of the following 5 directors for another term as follow :

- 1) Mr. Toshio Uehara Director
- 2) Mr. Akiyoshi Toba Director
- 3) Mr. Yukio Yajima Director

- 4) Mr. Satit Chanjavanakul Independent Director and the Audit Committee
5) Mr. Pairojana Meethawee Director

The Board of Directors has considered that all 5 persons are capable, experienced, and well qualified to be elected as directors of listed company. The profiles of the persons proposed to be directors and definition of the Company's independent directors are enclosed (Enclosure 3 and 4 respectively) to support shareholders' consideration.

Agenda Item 6 To approve the Directors' remuneration for the year 2010

Background Information Directors' remuneration shall be determined from the Board's duties and responsibilities and the Company's performance which approved by the Annual General Meeting of Shareholders for the Year 2003 at the total amount of Baht 3,000,000 per year which, at present, remains unchanged.

Opinion of the Board In accordance with Good Corporate Governance Principle, the Shareholders should consider to approve the Directors' remuneration year by year. The Board of Directors has reviewed the remuneration comparing with the other companies of the similar size and would like to propose the directors' remuneration of 2010 at the total amount of Baht 3,000,000 which is the same rate approved at the Annual General Meeting of 2003.

Agenda Item 7 To appoint Auditors and approve the Annual Auditors fee for the year 2010

Background Information In order to comply with the Public Company Limited Act, the Annual General Meeting is to consider to appoint the Auditors and the Annual Auditors' remuneration. The Audit Committee has considered and proposed to the Board of Directors to appoint Ernst & Young Office Limited, by Ms. Rungnapa Lertsuwankul, Certified Public Accountant number 3516 and/or Ms. Vissuta Jariyathanakorn, Certified Public Accountant number 3858 and/or Mrs. Pimjai Manikajohnkit Certified Public Accountant number 4521 as the Company's Auditors considering that they qualify under the regulations of the Office of Securities Exchange Commission, and have shown satisfactory performance and should also fix the Auditors' remuneration for the year 2010 at the amount of Baht 945,000 as same as the previous year (for more details please see in the Enclosure 5)

Opinion of the Board It is considered appropriate for the meeting to appoint the Auditors from Ernst & Young Office Limited, namely Ms. Rungnapa Lertsuwankul, Certified Public Accountant number 3516 and/or Ms. Vissuta Jariyathanakorn, Certified Public

Accountant number 3858 and/or Ms. Pimjai Manitkajohnkit Certified Public Accountant number 4521 to be the Company's Auditors, whereby any one of them being authorized to conduct the audit and express opinion in financial statements of the Company, and should also fix the Auditors' remuneration for the Year 2010 at the amount of Baht 945,000.

In 2009, the Company's Auditors did not receive any non audit-fee from the Company or related persons.

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

Background Information As the shareholder has exercised his right to convert preferred shares into ordinary shares for the total of 12 shares resulting in the increase of ordinary shares from 52,000,000 to 52,000,012 shares and the decrease of preferred shares from 800,000 to 799,988 shares.

Opinion of the Board It is considered appropriate to propose for the meeting to approve the amendment to clause 4 of the Memorandum of Association so as to reflect the change in the company's shares, to be read as follows :

Clause 4.

The registered capital	528,000,000	Baht	(Five Hundred Twenty Eight Million Baht)
Divided into	52,800,000	Shares	(Fifty Two Million Eight Hundred Thousand Shares)
Par valued	10	Baht	(Ten Baht) each
By dividing into			
Ordinary share	52,000,012	Shares	(Fifty Two Million and Twelve Shares)
Preferred share	799,988	Shares	(Seven Hundred Ninety Nine Thousand Nine Hundred and Eighty Eight Shares)

Agenda Item 9 **Other business, (if any)**

According to section 105 of the Public Company Limited Act B.E. 2535, any shareholder may raise the additional agenda for consideration at a Shareholders meeting. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

The record date on which the recorded shareholders have the right to receive dividend on March 8, 2010 and collect shareholders' name in accordance with section 225 of Securities and Exchange Act B.E. 2535 by closing the share registration on March 9, 2010

You are cordially invited to attend this meeting as per the date, time and venue stated above. In case you are unable to attend the meeting and wish to appoint a person or a Company's Independent Director to vote on your behalf, please fill-in the proxy executing an independent director as enclosure 7. The proxy should be sent together with the required documents to Company Secretary Office, Crown Seal Public Company Limited, 5 Soi Rangsit-Nakornnayok 46, Prachatipat, Tanyaburi, Pathumthani 12130 before April 20, 2010.

In case you have any questions on the proxy, please contact the Company Secretary Office at telephone number 0-2533-0450 ext. 638, 635, during on Monday – Friday from 8:10 a.m. to 5:10 p.m.

Yours faithfully,



(Mr. Sitthichai Wongthavonkit)

Director and President

Enclosure 1

(Translation)

Crown Seal Public Company Limited
Minutes of the 16th Annual General Meeting of Shareholders
At Ballroom A Room, Nai Lert Park Hotel
Held on Thursday 23rd of April, 2009

The company having fully paid up registered capital, at the amount of THB 528,000,000 from 52,000,000 ordinary shares and 800,000 preferred shares. Totally 54 shareholders and proxy holders were presented, representing 36,264,506 shares or 68.68 percent of total shares, the quorum was therefore constituted.

The participated directors are Mr. Pong Sarasin, Mr. Hirofumi Miki, Mr. Toshio Uehara, Mr. Jakkris Bulsook, Mr. Dusit Nontanakorn, Mrs. Pilai Piemphongsarn, Associate Prof. Dr. Sudhabodi Sattabusya, Mr. Yasuo Tsujihiro, Mr. Akiyoshi Toba, Mr. Tokio Yamamoto, Mr. Satoshi Nishino, Mr. Dhep Vongvanich, Mr. Anant Tangtatswas, and Mr. Sitthichai Wongthavonkit.

The management are Mr. Arpbul Petcharabul, Mrs. Suphasri Sutanadhan, Mr. Thongchai Srisook, and Mr. Dumrong Tulyaworaset.

Participated External Auditor from Ernst & Young Office Limited namely, Ms. Sumalee Reewarabandith and Ms. Rungpeth Thaweerrattanasil.

Participated witnesses in counting votes from S.A.T. Associates Legal & Tax namely Mr. Thienwit Chaichulee and Ms. Sidhanan Rangkla.

The meeting had a unanimous resolution to appoint Mr. Pong Sarasin, acting as Chairman of the meeting and Ms. Napaporn Temeesrisuk, Secretary to the Board of directors, as Secretary.

The chairman declared the meeting open at 10:00 a.m.

Agenda 1: To consider and approve the Minutes of the 15th Annual General Meeting

The chairman requested the meeting to consider the minutes of the 15th Annual General Meeting held on April 21st, 2008 which had been dispatched to the shareholders prior to the meeting.

No amendment being proposed, Chairman asked the meeting to adopt the minutes.

The meeting adopted a resolution to approve the minutes of the 15th Annual General Meeting with the following votes.

Approved 36,273,906 votes, Disapproved 0 votes, Abstained 0 votes.



Agenda 2: To acknowledge the Company's performance of the Year 2008

The Chairman informed the meeting that the Board of Directors' Operation Result Report was a part of the 2008 Annual Report which had been dispatched to the shareholders prior to the meeting.

Mr. Thong-in Sang-ngam, a proxy holder, greeted and thanked to the Board of Directors and the Executives, along with the Annual Report organizer who disclosed the financial highlight which was valuable for the shareholders. Mr. Thong-in also suggested that the company rather present the expenses in such part and then thanked for the higher profitable turnover.

Mr. Niti Sutthiroj, a shareholder, enquired about the tendency of the company's export sales performance and the bestseller products.

Mr. Sitthichai Wongthavonkit, Director and the President explained that the company had continuous growth in export sales proportion. In 2008, the export sales proportion was 17% of sales amount and most of them were Pilfer-proof Cap and Plastic Cap.

There being no question, then the Chairman proposed the meeting to acknowledge the Company Performance for the year 2008.

The Meeting acknowledged the Company Performance for the Year 2008.

Agenda 3: To consider and approve the Balance Sheet and Profit and Loss Statement of the fiscal year ending December 31, 2008

The Chairman requested the meeting to consider the Annual Financial Statements ending December 31, 2008, comprising of Balance Sheet, Statement of Income, Statement of Changes in Shareholders Equity, and Statement of Cash Flow of the company which were certified by the company auditor. The Board of Directors had reviewed and submitted to shareholders for consideration prior to the Meeting.

Ms. Kataleeya Suphapol, a proxy holder, enquired about the Company's management policy to cope with the slowdown economy and domestic political turmoil situation at present.

Mr. Sitthichai Wongthavonkit explained that the company has to strictly control expenses and invests as necessary, increase production efficiency, improve product quality as customers' requirement, decrease in production cost, and expand more export market.

There being no question, then the Chairman proposed the meeting to approve the Financial Statements.

The meeting adopted a resolution to approve the Financial Statements of the fiscal year ending December 31, 2008 with the following votes.

Approved 36,309,208 votes, Disapproved 0 votes, Abstained 0 votes.

Agenda 4: To consider for the appropriation of annual net profit and the dividend payment from the operation of the Company of the year 2008

The Chairman informed the Meeting that the company's dividend payment policy is to pay not more than 50 percent of net profit and the section 116 of Public limited Company Act B.E.2535 specified the company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund. As the operation of the Company of 2008, Company's net profit is THB 162 and none of accumulated loss remained. In addition, the company's cash flow is sufficient for dividend payment. The Chairman asked the Meeting to approve the dividend payment for common share at the rate of Baht 0.77 with the total amount of Baht 40,040,000 and for preferred share at the rate of Baht 2.27 with the total amount of Baht 1,816,000 with the grand total in amount of Baht 41,856,000, or in the proportion of 25.71 percent of net profit. The record date on which the recorded shareholders have the right to receive dividend on March 11, 2009 and collect shareholders' name in accordance with section 225 of Securities and Exchange Act B.E. 2535 by closing the share registration on March 12, 2009 and the dividend will be made payable on May 15, 2009.

The Chairman ask the Meeting for inquiries but there being no question, then the Chairman proposed the meeting to approve the dividend payment from the operation result of the year 2008 as proposed.

The meeting approved the dividend payment from the operation result of the year 2008 as proposed with the following votes.

Approved 36,311,241 votes, Disapproved 0 votes, Abstained 0 votes.

Agenda 5: To consider for the election of Directors in replacement of the Directors who retire by rotation

The chairman informed the meeting that the chairman and directors who would complete their term, though being nominated to be re-elected for another term, would not attend the meeting. Nevertheless, the chairman proposed to appoint Associate Prof. Dr. Sudhabodi Sattabusya to be the chairman of the meeting. There being no objection, the meeting had unanimously approved as proposed.

Associate Prof. Dr. Sudhabodi Sattabusya, the chairman informed the meeting that the Public Limited Company Act and the company's Article of Association stated that the one-third of directors shall vacant their office. If the number of directors can not be exactly dividend then the number of retired directors shall be nearest to one-third. At the Annual General Meeting 2009, there were five directors to be retired as follows:

1. Mr. Pong Sarasin : Director
2. Mr. Hirofumi Miki : Director
3. Mr. Dusit Nontanakorn : Director and Chairman of the Audit Committee
4. Mr. Jakkris Bulsook : Director and the Audit Committee
5. Mr. Anant Tangtatswas : Director

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

Mr. Thong-in Sang-ngam, a proxy holder, asked whether the company allowed the minor shareholders to nominate any person to be the company director.

Ms. Napaporn Temeesrisuk, the Company Secretary and Secretary to the Board of Directors, explained that in order to promote good corporate governance, the company has provided the opportunity for the minor shareholders to nominate any person to be the directors via the company's website, following upon the guideline of the Stock Exchange of Thailand since 2007, this right has not been exercised.

There being no question, then the Chairman proposed the meeting to consider and re-elect each individual directors retiring by rotation as the company's directors for another term.

The meeting adopted a resolution to elect the following persons to be directors for another term.

1. Mr. Pong Sarasin : Director
2. Mr. Hirofumi Miki : Director
3. Mr. Dusit Nontanakorn : Director and Chairman of the Audit Committee
4. Mr. Jakkris Bulsook : Director and the Audit Committee
5. Mr. Anant Tangtatswas : Director

With the votes as follows:

Approved 36,311,241 votes, Disapproved 0 votes, Abstained 0 votes.

Thus, for the year 2009, the Board of Directors comprises of 15 persons as follows:

1. Mr. Yoshiro Takasaki
2. Mr. Hirofumi Miki
3. Mr. Pong Sarasin
4. Mr. Toshio Uehara
5. Mr. Yasuo Tsujihiro
6. Mr. Dusit Nontanakorn
7. Mr. Jakkris Bulsook
8. Mrs. Pilai Piemphongsarn
9. Associate Prof. Dr. Sudhabodi Sattabusya
10. Mr. Satoshi Nishino
11. Mr. Dhep Vongvanich
12. Mr. Akiyoshi Toba
13. Mr. Tokio Yamamoto

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|--------------------|---------------|
| 14. Mr. Sitthichai | Wongthavonkit |
| 15. Mr. Anant | Tangtatswas |

Agenda 6: To consider and approve the remuneration for Directors of the year 2009

Mr. Pong Sarasin, the chairman informed the meeting that as the Annual General Meeting 2003 had made an approval of directors' remuneration for an amount of Baht 3,000,000 per year for 14 directors, and the company has reviewed the directors' remuneration according to their duties and responsibilities at present. It deems appropriate, so no any proposal for adjustment. Nevertheless, for good corporate governance, the chairman proposed the meeting to consider and approve the directors' remuneration 2009 for an amount of Baht 3,000,000 as before.

There being no question or anyone in objection, the meeting adopted a resolution to approve the Directors' remuneration for the year 2009 at the total amount of Baht 3,000,000 for 15 persons as proposed with the following votes.

Approved 36,311,241 votes, Disapproved 0 votes, Abstained 0 votes.

Agenda 7: To appoint the Auditors and the annual Auditor's remuneration for the year 2009

The Chairman informed the Meeting that in order to comply with the Public Company Limited Act, the Annual General Meeting is to consider to appoint the Auditors and the Annual Auditors' remuneration. The Audit Committee has considered and proposed to the Board of Directors to appoint Ernst & Young Office Limited, by Ms. Rungnapa Lertsuwankul, Certified Public Accountant number 3516 and/or Ms. Vissuta Jariyathanakorn, Certified Public Accountant number 3858 and/or Mrs.Nonglak Pumnoi Certified Public Accountant number 4172 as the Company's Auditors, whereby anyone of them being authorized to conduct the audit and express opinion in financial statements of the company with the Auditors' remuneration for the year 2009 at the amount of Baht 945,000 increasing from 2008 for the amount of 45,000 Baht or 5 percent considering that they qualify under the regulations of the Office of Securities Exchange Commission, and have shown satisfactory performance.

There being no other proposal, the meeting adopted a resolution to appoint Ernst & Young Office Limited by, Ms. Rungnapa Lertsuwankul, certified public accountant number 3516 and/or Ms. Vissuta Jariyathanakorn, certified public accountant number 3858 and/or Mrs. Nonglak Pumnoi, certified public accountant number 4172 as the company's auditors, whereby any one of them being authorized to conduct the audit and express opinion in financial statements of the company with the Auditor's remuneration for the year 2009 at the amount of Baht 945,000 with the following votes.

Approved 36,311,241 votes, Disapproved 0 votes, Abstained 0 votes.

Agenda 8: Other Business

The Chairman asked the meeting whether there are any questions.

Mr. Thong-in Sang-ngam, a proxy holder, congratulated with the five directors who were re-elected to be the company's directors for another term. Mr. Thong-in also praised to the company for setting up the Shareholders' Visit Program as it is a very good opportunity for the shareholders to have more understanding about the company business which will persuade shareholders to invest more. In addition, he made a suggestion for better projector screen viewable seat arrangements in the next Shareholders' Meeting.

Mr. Sitthichai Wongthavonkit explained that, the company has set the shareholders' visit program in the third quarter of this year. The letter of invitation will be sent to the shareholders who had already informed their visit intension. The company would like to thank for the opinions which were to be considered for improvement later.

There being no other matter proposed, the Chairman thanked the shareholders for the precious time given to the meeting.

The meeting was adjourned at 10:50 a.m.

- signature-

(Mr. Pong Sarasin)

Chairman of the Meeting

- signature-

(Ms. Napaporn Temeesrisuk)

Secretary


Translation Certified correct




(Ms. Napaporn Temeesrisuk)

Secretary


**Profile of the nominated persons to be elected as directors
in replacement of the retired directors by rotation**

<p>Name</p> <p>Nationality</p> <p>Date of Birth</p> <p>Age</p> <p>Education</p> <p>Director Training Courses with Thai Institute of Directors (IOD)</p> <p>Current Position</p> <p>Work Experience</p> <p>Directorship</p> <p>Attendance of The Board of Director's Meeting</p> <p>Number of CSC Shareholding (Including related persons as defined in 258 Act. - spouse, minor children, juristic person held over 30%)</p> <p>Type of shares</p> <p>The Independence of Directors (with reference to the basis of the Crown Seal Public Company Limited)</p> <p>Legal Dispute</p>	<p>: Mr. Toshio Uehara</p> <p>: Japanese</p> <p>: December 19, 1943</p> <p>: 67 years</p> <p>: Bachelor Degree of Manufacturing from Suisan University, Japan</p> <p>: None</p> <p>: President of Japan Crown Cork Limited.</p> <p>: Toyo Seikan Kaisha Company Limited</p> <p>2003 - 2004 : Executive Director</p> <p>2001 - 2002 : Plant Manager of Shimizu Plant</p> <p>2000 : Director</p> <p>1998 - 1999 : Plant Manager of Kiyama Plant</p> <p>1995 - 1997 : General Manager of Foods Can Sales</p> <p>: Director of Crown Seal Public Company Limited.</p> <p>: 2009 – 2 from total 6 times</p> <p>2008 – 1 from total 7 times</p> <p>2007 – 1 from total 2 times</p> <p>: None</p> <p>: None</p> <p>: Being the Executive of Japan Crown Cork Company Limited who is the major shareholder of Crown Seal Public Company Limited.</p> <p>: None</p>	
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**Profile of the nominated persons to be elected as directors
in replacement of the retired directors by rotation**

Name	: Mr. Akiyoshi Toba	
Nationality	: Japanese	
Date of Birth	: February 7, 1963	
Age	: 47 years	
Education	: Bachelor Degree of Commerce, Chuo University, Japan	
Director Training Courses with Thai Institute of Directors (IOD)	: Director Certification Program (DCP) Director Accreditation Program (DAP)	
Current Position	: Senior Vice President– Administration of Crown Seal Public Company Limited	
Work Experience	: Crown Seal Public Company Limited 2005 – 2006 : Vice President – Administration Toyo Seikan Kaisha Ltd. 2004-2005 : Manager, Cost Management Section 1999-2003 : Assistant Manager, Cost Management Section 1986-1998 : Staff, Accounting and Finance Section	
Directorship	: - Director of Crown Seal Public Company Limited. - Director of Bangkok Can Manufacturing Co., Ltd. - Director and Vice President of Toyo Seikan Technical & Administration Service Center (Asia) Co., Ltd.	
Attendance of The Board of Director's Meeting	: 2009 – 6 from total 6 times 2008 – 7 from total 7 times 2007 – 6 from total 6 times 2006 – 6 from total 6 times 2005 – 2 from total 2 times	
Number of CSC Shareholding (Including related persons as defined in 258 Act. - spouse, minor children, juristic person held over 30%)	: 10,000 Shares	
Type of shares	: Common Share	
The Independence of Directors (with reference to the basis of the Crown Seal Public Company Limited.	: Being the Executive of Japan Crown Cork Company Limited who is the major shareholder of Crown Seal Public Company Limited	
Legal Dispute	: None	

**Profile of the nominated persons to be elected as directors
in replacement of the retired directors by rotation**

<p>Name</p> <p>Nationality</p> <p>Date of Birth</p> <p>Age</p> <p>Education</p> <p>Director Training Courses with Thai Institute of Directors (IOD)</p> <p>Current Position</p> <p>Work Experience</p> <p>Directorship</p> <p>Attendance of The Board of Director's Meeting</p> <p>Number of CSC Shareholding (Including related persons as defined in 258 Act. - spouse, minor children, juristic person held over 30%)</p> <p>Type of shares</p> <p>The Independence of Directors (with reference to the basis of the Crown Seal Public Company Limited)</p> <p>Legal Dispute</p>	<p>: Mr. Yukio Yajima</p> <p>: Japanese</p> <p>: January 14,1948</p> <p>: 62 years</p> <p>: Bachelor degree of Engineering from Shibaura Institute of technology, Japan</p> <p>: None</p> <p>: Senior Vice President – Technical of Crown Seal Public Company Limited.</p> <p>: Japan Crown Cork Company Limited. 2008 - 2009 : General Manager of Production Division 2006 - 2008 : Plant Manager of Ishioka Plant 2004 – 2006 : Plant Manager of Okayama Plant 2002 - 2004 : General Manager of Quality Division of Okayama Plant</p> <p>: Director of Crown Seal Public Company Limited.</p> <p>: None</p> <p>: None</p> <p>: None</p> <p>: Being the Executive of Japan Crown Cork Company Limited who is the major shareholder of Crown Seal Public Company Limited</p> <p>: None</p>	
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**Profile of the nominated persons to be elected as directors
in replacement of the retired directors by rotation**

Name	: Mr. Satit Chanjavanakul	
Nationality	: Thai	
Date of Birth	: April 28, 1948	
Age	: 62 yaers	
Education	: M.A. (Business Administration), Thammasart University M.Sc. (Textile Engineering), University of Leeds, United Kingdom B.Sc. (Industrial Engineering), Chulalongkorn University	
Director Training Courses with Thai Institute of Directors (IOD)	: Director Certification Program (DCP) #83	
Current Position / Directorship	: Independent Director and Audit Committee of Crown Seal Plc. Chairman of the Board of SNC Former Plc. Audit Committee of Asia Plus Securities Plc. Audit Committee Chumporn Palm Oil Industry Plc. Audit Committee of Lalin Property Public Co., Ltd. Director of Thai Agro Energy Plc. Director of Jamjuree Innovations Company Ltd. Director of CUEL Swiber Offshore (Thailand) Co., Ltd. Director of SPC Home Ideas Co., Ltd.	
Work Experience	: 2004 – 2008 : Secretary General, Office of the Board of Investment 2003 – 2004 : Deputy Secretary General, Office of the Board of Investment, Ministry of Industry.	
Attendance of The Board of Directors' Meeting	: 2009 - 2 from total 2 times	
Number of CSC Shareholding (Including related persons as defined in 258 Act. - spouse, minor children, juristic person held over 30% shares)	: None	
Type of shares	: None	
The Independence of Directors (with reference to the basis of the Crown Seal Public Company Limited)	: Independence	
Legal Dispute	: None	

**Profile of the nominated persons to be elected as directors
in replacement of the retired directors by rotation**

Name	: Mr. Pairojana Meethawee	
Nationality	: Thai	
Date of Birth	: 11 June 1963	
Age	: 47 years	
Education	: MBA, Kasetsart University	
Director Training Courses with Thai Institute of Directors (IOD)	: Financial Statement for Directors(FSD) Director Certification Program (DCP)	
Current Position	: President of Bangkok Can Manufacturing Company Limited.	
Work Experience	: Bangkok Can Manufacturing Company Limited. 2007 – 2008 : Vice President 2003 – 2007 : Plant Manager 2001 – 2003 : Corporate and Production Planning Manager	
Directorship	: - Director of Crown Seal Public Company Limited. - Director of Bangkok Can Manufacturing Company Limited. - Director of Next Can Innovation Company Limited.	
Attendance of The Board of Directors' Meeting	: 2009 - 2 from total 2 times	
Number of CSC Shareholding (Including related persons as defined in 258 Act. - spouse, minor children, juristic person held over 30% shares)	: 1,200 Shares	
Type of shares	: Common Share	
The Independence of Directors (with reference to the basis of the Crown Seal Public Company Limited)	: Being the executive of Bangkok Can Manufacturing Co., Ltd. who has the same major shareholder, Toyo Seikan Kaisha Limited	
Legal Dispute	: None	

Definition of independent directors of Crown Seal Public Company Limited

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

Details of Auditors and Remuneration

Ernst & Young Office Limited, is an experienced accounting firm of international standard with office network in over 140 countries worldwide and rendering services to leading companies such as British Airway, Wal-Mart, Amazon.com and Coca-cola etc.

Ernst & Young's customers are in various business sectors such as Communication, Energy, Mining, Manufacturing, Construction, Hospital, Real-Estate, Financial Institute, etc. Among those 400 customers, 140 firms are listed in the Stock Exchange of Thailand.

In order to comply with the Public Company Limited Act and under Article 31 of the Articles of Association of the Company, there shall be a consideration to appoint the Auditors by the annual general meeting. The Board of Directors Meeting No. 6/2009 considered appointing and fixing remuneration of the Company's Auditor for the year 2010 as proposed by the Audit Committee, the meeting resolved that following matters should be submitted for approval by the Shareholders' Meeting. It is considered appropriate for the meeting to appoint the Auditors from Ernst & Young Office Limited to be Auditors for the fiscal year ended December 31, 2010 as follows;

1. Ms. Rungnapa Lertsuwankul, Certified Public Accountant number 3516 (has been authorized in financial statements of the company for 1 year since 2009)
2. Ms. Vissuta Jariyathanakorn, Certified Public Accountant number 3858 (has never been authorized in financial statements of the company)
3. Ms. Pimjai Manitkajonkit Certified Public Accountant number 4521 as Company's Auditors. (has never been authorized in financial statements of the company)
4. To fix the audit fee for the year 2010 at the total amount of Baht 945,000 as same as the previous year which consist of:

	<u>Audit Fee (Baht)</u>
1. Annual financial statements	585,000
2. Reviewing quarterly financial statements	360,000

(Remark : In 2009, the Auditors' remuneration amounted of Baht 945,000)

Moreover, Ernst & Young Office Limited and the proposed Auditors have no relationship or any interest with the Company, Company's subsidiaries, executives, major shareholders, or related persons to the extent that may impact on performing task independently and they are not Auditors who hold the company's shares over the proportion of 20% but not over 50%



ฉีกตามรอยนี้

Tear here

(ปิดอากรแสตมป์ 20 บาท)

(20 Baht duty stamp)

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholders register no. Written at

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

(1) ข้าพเจ้า _____

I/We

สัญชาติ _____ บ้านเลขที่ _____

Nationality Address

(2) เป็นผู้ถือหุ้นของ บริษัท ฝาจีบ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
being a shareholder of Crown Seal Public Company Limited ("Company") shares

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

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to _____ votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้

Hereby appoint

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

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
 สามัญ ประจำปี 2553 ในวันจันทร์ที่ 26 เมษายน 2553 เวลา 10:00 น. ณ ห้องบอลรูม เอ โรงแรมปาร์คนายเลิศ เลขที่ 2 ถนนวิฑู แขวงลุมพินี
 เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my/our behalf at Annual General Meeting of
 Shareholders for the year 2010 to be held at 10:00 hours on Monday, April 26, 2010, at Ballroom A Room, the Nai Lert Park Hotel,
 2 Wireless Road, Lumpinee Sub District, Phatumwan District, Bangkok, Thailand or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

(1) วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมผู้ถือหุ้นสามัญประจำปี 2552 ครั้งที่ 16

Agenda 1 To consider to adopt the Minutes of the 16th Annual General Meeting of Shareholders for the year
 2009

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

(2) วาระที่ 2 เรื่องรับทราบรายงานผลการดำเนินงานของบริษัท ในรอบปี 2552

Agenda 2 To acknowledge the performance of the Company for the Year 2009.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

(3) วาระที่ 3 เรื่องพิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชี ประจำปี สิ้นสุด ณ วันที่ 31
 ธันวาคม 2552

Agenda 3 To approve the Balance Sheet and Statements of Income ending December 31, 2009.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain
- (4) วาระที่ 4 เรื่องพิจารณาจัดสรรกำไรและการจ่ายเงินปันผล สำหรับผลการดำเนินงานปี 2552
Agenda 4 To consider the allocation of profit and the dividend payment from the operation of the Company for the year 2009.
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain
- (5) วาระที่ 5 เรื่องพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ
Agenda 5 To consider the election of directors to replace the directors who retire by rotation.
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งหมด
Approve the appointment of all directors
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
Approve the appointment of certain directors as follows:
1. นายโตชิโอะ อุเอฮาระ
Mr. Toshio Uehara
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain
2. นายอาคิโยชิ โตบะ
Mr. Akiyoshi Toba
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain
3. นายยูคิโอะ ยาจิมะ
Mr. Yukio Yajima
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

4. นายสาธิต ชาญเชาวนกุล

Mr. Satit Chanjavanakul

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

5. นายไพโรจน์ มีทวี

Mr. Pairojana Meethawee

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

(6) วาระที่ 6 เรื่องพิจารณาอนุมัติค่าตอบแทนกรรมการ ประจำปี 2553

Agenda 6 To approve the directors' remuneration for the year 2010.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

(7) วาระที่ 7 เรื่องพิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2553

Agenda 7 To appoint Auditors and approve the Annual Auditors fee for the year 2010.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

(8) วาระที่ 8 เรื่องพิจารณาอนุมัติการแก้ไขหนังสือบริคณห์สนธิ ข้อ 4 ของบริษัทฯ

Agenda 8 To consider amendment to Clause 4. of the Memorandum of Association of the Company

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Votes Disapprove Votes Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรรมการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or

addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For Agenda electing directors, the whole Board of Directors or certain directors can be elected.

3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instruction may be specified in the Annex to the Proxy Form.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Annex to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นบริษัท ฝาจีบ จำกัด (มหาชน) ในการประชุมผู้ถือหุ้นสามัญ ประจำปี 2553 ในวันจันทร์ที่ 26 เมษายน 2553 ณ ห้องบอลรูม เอ โรงแรมปาร์คนายเลิศ เลขที่ 2 ถนนวิฑู แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

Appointment of proxy holder by shareholder of Crown Seal Public Company Limited for Annual General Meeting of Shareholders for the year 2010 to be held at 10:00 hours on Monday, April 26, 2010, at Ballroom A Room, the Nai Lert Park Hotel, 2 Wireless Road, Lumpinee Sub District, Phatumwan District, Bangkok, Thailand or at any adjournment thereof.

วาระที่..... เรื่อง.....

Agenda Subject

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

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

วาระที่..... เรื่อง.....

Agenda Subject

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

วาระที่..... เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda Election of Directors (continued)

ชื่อกรรมการ.....

Name of nominated person

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Votes Disapprove Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย

Approve

ไม่เห็นด้วย

Votes Disapprove

งดออกเสียง

Votes Abstain

ชื่อกรรมการ.....

Name of nominated person

เห็นด้วย

Approve

ไม่เห็นด้วย

Votes Disapprove

งดออกเสียง

Votes Abstain

Details of independent directors for proxy granting of shareholders

1. Mr. Dusit Nontanakorn

Position : Independent directors and Chairman of the Audit Committee

Age : 62 Years

Address : 14/3 Soi Akhaphat, Klongton Nuea, Wattana, Bangkok

Education/Training Courses : M.S. Structural Engineering, Ohio State University
MBA Marketing, University of California at Los Angeles
Director Certification Program (DCP)
Audit Committee Program (ACP)
The Role of Chairman (RCM)

Current Position: Director and Chairman of the Audit Committee of Crown Seal Public Company Limited

Advisor of The Siam Cement Public Company Limited.

Chairman, Thai Chamber of Commerce and Board of Trade of Thailand

Chairman of Council, The University of the Thai Chamber of Commerce

Director, The Board of Investment of Thailand

Director, Foundation for Industrial Development

Director, Asset Management Committee, The Thai Red Cross Society

Director of Board of Trustees, Thailand Management Association

Director, Thai Institute of Directors

Director, Office of Insurance Commission

Director, Highland Research and Development Institute (Public Organization)

Director, Performance Agreement Committee, State Enterprise Policy Office

Director, Public Sector Audit and Evaluation Committee (Ministry of Finance)

Director, Loxley Public Co.,Ltd.

Director, Regional Container Lines Public Co.,Ltd.

Director, Siam Future Development Public Co.,Ltd.

Director, Wiik and Hoeglund Public Co.,Ltd.

Director, S&P Syndicate Public Co.,Ltd.

Director, Amata Corporation Public Co.,Ltd.

Director, Krung Thai Bank Public Co.,Ltd.

Director, Krungthep Thanakom Co.,Ltd.

Director, Palang Sophon Limited.

Chairman of the Nomination and Remuneration Committee, MFC Asset Management Public Co.,Ltd.

Advisor, CPB Equity Co.,Ltd.

Past 5 Years Work Experience

2008-2009	Chairman, National Discovery Museum Institute Advisory Board
2007-2009	Vice Chairman, Thai Chamber of Commerce Internal Audit Committee, The Thai Health Promotion Foundation
2005-2009	Chairman, 124 Communications Public Co., Ltd.
2006-2008	Director, State Railway of Thailand
2005-2007	Advisor, Director and Executive Director Government Savings Bank Secretary General, Thai Chamber of Commerce and Board of Trade of Thailand
1999-2007	Member of the Executive Board of Directors, Vajiravudh College
2002-2006	Chairman, Thailand Management Association
2003-2005	Director, The Board of Investment of Thailand
2002-2005	Vice Chairman, International Chamber of Commerce Thailand
2001-2005	Chairman, Old Boy Vajiravudh Association
1999-2005	Chairman, Thai Prosperity Terminal Co., Ltd. President, Cementhai Distribution Co., Ltd.
2003-2004	Director, Audit Committee Member and Remuneration Committee Member of IFCT

* No interest regarding the meeting agenda of the Annual General Meeting No.17, 2010

2. Mrs. Pilai Piemongsarn

Position : Independent directors and the Audit Committee

Age : 73 Years

Address : 1905/63 Soi Charansanitwong 63, Charansanitwong Rd., Bangbamru, Bangphlad, Bangkok

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

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

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

Director Certification Program (DCP)

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

President of Audit and Management Consultant Co., Ltd.

Audit committee of Thaivivat Insurance Public Company Limited.

Audit committee of Metrostar Property Public Company Limited.

Past 5 Years Work Experience: -None-

* No interest regarding the meeting agenda of the Annual General Meeting No.17, 2010

3. Mr. Dhep Vongvanich

Position : Independent director

Age : 63 Years

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

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

Current Position: Independent director of Crown Seal Public Company Limited

Member of Executive Committee and Member of Board of Director of Thai Plastic and Chemicals PCL.

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

Advisor of The Siam Cement Public Company Limited.

Country Executive Director, Vietnam of The Siam Cement Public Company Limited.

Past 5 Years Work Experience

1998-2005 Managing Director of Thai Plastic and Chemicals PCL.
Chairman of Siam Stabilizers and Chemicals Company Limited.
Chairman of TPC Vina Plastic and Chemical Corp., Limited.
Vice Chairman of Riken (Thailand) Company Limited.
Director of National Petrochemical PCL.
Director of Rayong Olefins Company Limited.
Director of Thai Tank Terminal Company Limited.

* No interest regarding the meeting agenda of the Annual General Meeting No.17, 2010

4. Mr. Satit Chanjavanakul

Position : Independent directors and the Audit Committee

Age : 61 Years

Address : 367 Soi Amonphan4, Vibhavadi-Rangsit Rd., Lad Yao, Chatuchak, Bangkok

Education/Training Courses: M.A. (Business Administration), Thammasart University

M.Sc. (Textile Engineering), University of Leeds, United Kingdom

Director Certification Program (DCP)

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

Chairman of the Board of SNC Former Plc.

Audit Committee of Asia Plus Securities Plc.

Audit Committee Chumporn Palm Oil Industry Plc.

Audit Committee of Lalin Property Plc.

Director of Thai Agro Energy Plc.

Director of Jamjuree Innovations Company Ltd.

Director of CUEL Swiber Offshore (Thailand) Company Ltd.

Director of SPC Home Ideas Company Ltd.

Past 5 Years Work Experience

2004 – 2008 Secretary General, Office of the Board of Investment

2003 – 2004 Deputy Secretary General, Office of the Board of Investment, Ministry of Industry.

* There is an interest regarding the meeting agenda of the Annual General Meeting No.17, 2010 about the election of director in replacement of the directors who retire by rotation.

Remark : Shareholders who require to appoint a proxy holder to attend and vote at the meeting, kindly send the Proxy form with the enclosure to the following address by April 20, 2010
Company Secretary Office of Crown Seal Public Company Limited
5 Soi Rangsit – Nakornnayok 46 Prachatipat
Tanyaburi Pathumthani 12130

Required Documents to attend the Shareholders Meeting

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

1. Natural person

1.1 *Thai nationality*

Identification card of the shareholder (personal I.D. or identification card of government officer or state enterprise officer)

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

1.2 *Non-Thai nationality*

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

2. Juristic person

2.1 *Juristic person registered in Thailand*

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

2.2 *Juristic person registered outside of Thailand*

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

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

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 09:00 a.m. on Monday April 26, 2010

Articles of Association of the Company relating to the Shareholders Meeting

Directors

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

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

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

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

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

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

Shareholders' Meeting

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

All other meetings shall be called the extraordinary meetings.

Article 20. The Board of Directors may summon an extraordinary meeting whenever it thinks fit, or when the shareholders holding shares in the aggregate not less than one-fifth of the total number of shares sold, or at least 25 shareholders holding shares in the aggregate not less than one-tenth of the total number of shares sold, have subscribed their names in a letter requesting the Board of Directors to convene an extraordinary meeting provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall convene the shareholders' meeting within 1 month from the date of receipt of such letter from the shareholders.

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

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

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

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

Account, Finance and Audit

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

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

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

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

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

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

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

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

Map showing the location of Shareholders' Meeting venue Nai Lert Park Hotel

The 17th Annual General Meeting of Shareholders for the Year 2010 will be held on April 26, 2010 at 10:00 a.m. at Ballroom A Room, Nai Lert Park Hotel, located at 2 Wireless Road, Lumpini Sub District, Patumwan District, Bangkok, Thailand.

Tel : (662) 253-0123

