

Subject Invitation to the 2022 Annual General Meeting (via electronic media)

To Shareholders of Vanachai Group Public Company Limited

Enclosure 1. The 2021 annual report in QR Code

2. A Copy of minutes of the 2021 Annual General Meeting
3. The profiles of directors who retire by rotation and being proposed to be re-appointed as directors for another term
4. Articles of Association relevant to the shareholders' meeting
5. Profiles of the directors proposed as proxy
6. Map of the venue of the 2022 Annual General Meeting of Shareholders via electronic media
7. Proxy Form
8. Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device), submission of document and procedure of registration, method of granting proxy, procedures for attending the meeting via electronic device, voting, vote counting and questioning during the meeting including Registration Form
9. Procedures for Attending the 2022 Annual General Meeting of Shareholders
10. User Manual e-Shareholder Meeting System (DAP e-Shareholder Meeting)

The Board of Directors of Vanachai Group Public Company Limited ("the **Company**") resolved to hold the 2022 Annual General Meeting of Shareholders (the "**AGM**") on Wednesday, 27 April 2022 at 10.00 hrs. via electronic media (E-AGM), according to the criteria specified in relevant laws, broadcasting via electronic means from the Meeting Room, the Company, 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok, to consider the matters in the following agenda items:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2021 held on 17 May 2021

Fact and Rationale

- Following the Annual General Meeting 2021 (the "**AGM**") held on 17 May 2021, the Company has prepared the minutes of the AGM and submitted its copy to each of the Stock Exchange of Thailand (the "**SET**") and the Ministry of Commerce as required by applicable laws as well as delivered its copy to the shareholders together with this notice (see Enclosure No. 2).

The Board of Directors' Opinion

- The Board of Directors considered the minutes were correctly recorded and it appropriate to have it proposed to the AGM to consider and certify.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 2 To acknowledge the Annual Report 2021 of the Board of Directors

Fact and Rationale

- The company also encloses the annual report (Enclosure No.1) which is presented to the shareholders with this meeting invitation letter.

The Board of Directors' Opinion

- The Meeting to acknowledge the Company's performance as presented in the Annual Report 2021 of the Board of Directors.

This agenda does not require the vote by shareholders since this agenda is for information only.

Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2021

Fact and Rationale

- The company's balance sheet and income statements for this fiscal year, which ended on 31 December 2021, had been examined and endorsed by the auditor and had been reviewed by the audit committee for accuracy - referring to the enclosure No. 1 (Financial Statements Section) submitted along with this meeting invitation letter to the shareholders.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and approve the balance sheet and the income statements as ended on 31 December 2021 already audited by the Certified Public Accountants of the Company, reviewed by the Audit Committee and the Board of Directors.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To acknowledge the payment of interim dividend and to consider and approve the allocation of profit for the 2021

Fact and Rationale

- The company's dividend policy paying dividend not less than 40% of its net profit from the Company's consolidated financial statements of each fiscal year after all deductions from reserve funds as required by law and the Company including accumulated loss carried forward (if any). However, other dividend policy factors were put into considerations such as legal compliance, financial performance, cash flow, liquidity, terms and conditions of the agreements entered by the Company including investment plan of the company and subsidiaries, other necessity and suitability factors in the future.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM for acknowledge the payment interim dividend and consider approve the allocation of profit for the 2021. The year performance, which was ended on 31 December 2021, is below;

1. To be acknowledged that the interim dividend for operation 1 January 2021 to 30 June 2021 which the board of director to approve held on 11 August 2021 and was paid on 9 September 2021, rate at 0.10 Baht per share totaling 1,735,237,480 shares being 173,523,748.00 Baht.

2. To approve the annual profits for the year 2021 being dividend for the shareholders at 0.40 Baht per share totaling 1,735,237,480 shares being 694,094,992.00 Baht, this is 53.65% of the profit for the year-shareholders of the company of the consolidated financial statements in year 2021 in line with the policy to pay dividend. An interim dividend of 0.10 Baht was paid on 9 September 2021. Therefore, the remaining dividend payment rate at 0.30 Baht per share totaling 1,735,237,480 shares being 520,571,244.00 Baht. Thus, if the shareholder meeting agrees to pay this dividend, it will be paid on 17 May 2022.

In this connection, the name of shareholders who are entitled to receive cash dividends shall be determined as of 17 March 2022 (Record Date), and the dividend payment shall be made by 17 May 2022.

Comparison of Dividend Payment in Previous Years

<u>Details of Dividend Payment</u>	<u>Year 2020</u>	<u>Year 2021</u>
1. Profit (Loss) for the year - shareholders of the company	(590,479,982.24) Baht	1,293,776,725.15 Baht
2. Number of ordinary shares	1,735,237,480 shares	1,735,237,480 shares
3. Dividend payment rate / share	- Baht	0.40 Baht
4. Total dividend	- Baht	694,094,992.00 Baht
5. Percentage of dividend payment	-%	53.65%

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

Fact and Rationale

- Under the Articles of Association of the Company, one-third of the directors shall in each AGM vacate the office. If their number is not a multiple of three, then the number nearest to one-third shall vacate the office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A retiring director is eligible for re-election. In AGM 2022, the following 5 directors are to retire by rotation:



<u>List of name</u>		<u>Position</u>
1. Mr. Sompop	Sahawat	Chairman
2. Pol. Gen. Soontorn	Saikwan	Independent Director
3. Mr. Kraithip	Krairiksh	Independent Director and Audit committee
4. Ms. Yupaporn	Boongate	Vice Chairman
5. Ms. Phattra	Sahawat	Director

The persons who have been nominated for this time have passed assessment process of the Board of Directors. Those nominated persons are in qualification and appropriate for the company business.

Please note that an opportunity to nominate candidates for directorship was open to the Shareholders from 1 October 2021 to 31 December 2021. However, no nomination for directorship was made.

The selection of the Company's directors was not made through a Recruitment Committee as the Company has not yet appointed the Recruitment Committee. Considering qualifications, experience in related business, a variety in professional expertise and previous performance as the Company's directors.

The Board of Directors' Opinion

- The committee did review and agree to present the shareholders meeting with consideration to re-elect the 5 directors who had been in full term be resumed as the directors.

The Board is confident that Police General Soontorn Saikwan and Mr. Kraithip Krairiksh, who are qualified as Independent Directors with more than nine years in their directorship, are capable of giving comments independently and their qualifications are in accordance with relevant rule and regulations. They have brought about their extensive experience, knowledge and expertise to make recommendations beneficial in business of Company.

Details of the nominated persons, information on the holding of ordinary shares in Vanachai Group Public Company Limited including information on directorship or executive position in other listed companies and other companies / business are available in the Enclosure No.3.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of directors

Fact and Rationale

- According to the company rule article 13, the director has the rights to obtain the company compensation in reward, remuneration, pension, bonus or any other gratuities which are according to the regulations or the approval by the AGM. This practice could be well clarified in specific numbers or by procedure which could be either stated on every occasion or in perpetually until further notice. This also includes the allowance and other welfares which are subjected to the company regulations.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and approve the remunerations for the year 2022, not over 6,000,000 Baht. Details of directors' remuneration are as follows:

Monthly compensation per year not more than 3,000,000 Baht

Yearly gratuity not more than 3,000,000 Baht

The Chairman shall consider the allocation of the amount.

However, apart from the above remuneration, there are no other benefits provided to directors.

Criteria and Method of Remunerations

Remunerations were not determined by a Remuneration Committee as currently the Company does not have the Remuneration Committee. However, remunerations were carefully determined in the Board of Directors' Meeting. The Board of Directors agrees with the proposed rate of remunerations.

Comparison of remunerations of directors since 2019 to 2021 be as follows.

(Unit : Baht)

<u>Detail</u>	<u>Year 2019</u> <u>(actual</u> <u>payment)</u>	<u>Year 2020</u> <u>(actual</u> <u>payment)</u>	<u>Year 2021</u> <u>(actual</u> <u>payment)</u>	<u>Year 2022</u> <u>(year of</u> <u>offer)</u>
Monthly compensation per year	3,210,000	3,000,000	3,000,000	3,000,000
Yearly gratuity	-	-	2,600,000	3,000,000
Total	<u>3,210,000</u>	<u>3,000,000</u>	<u>5,600,000</u>	<u>6,000,000</u>

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.



Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2022

Fact and Rationale

- The audit committee consider the company's auditors and agree on their compensation. Thus, the audit committee proposes the company committee to present this agenda to the shareholders' meeting in order to appoint Mr. Ampol Chamnongwat, CPA No. 4663 or Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Gunyanun Punyaviwat, CPA No. 12733 from SAM NAK-NGAN A.M.C. Company Limited ("SAM NAK-NGAN A.M.C.") to be the auditors in year 2022. SAM NAK-NGAN A.M.C has been auditing the financial statements of the Company and subsidiary companies, has provided useful recommendations to the company and in order to approve their compensation of year 2022 in 885,000 Baht.

The Board of Directors' Opinion

- Conforming to the Public Company Act 1992 section 120 to require the Annual General Meeting of Shareholders to appoint the auditors and to identify the company audit expenses in yearly, Board of Directors agrees with the audit committee, therefore has appointed the company's auditors and identified the annual audit expenses of year 2022 and agree to propose the General Meeting of Shareholders as follow;

1. To approve the appointment of the following auditors from SAM NAK-NGAN A.M.C. Company Limited:

1. Mr. Ampol Chamnongwat CPA. No. 4663 or
(He signed to certify the Company's financial statements for the years 2018-2021, totaling 4 years.)
2. Mr. Naris Saowalagsakul CPA. No. 5369 or
(He has never signed to certify the Company's financial statements.)
3. Ms. Gunyanun Punyaviwat CPA. No. 12733
(She has never signed to certify the Company's financial statements.)

The proposed auditors are from the same auditing company of subsidiary companies.

The proposed auditors above are independent and do not have any interest that could result in the conflict of interest with the company / subsidiary companies / executives / major shareholders or related persons.

2. To approve auditing fees in year 2022 in the amounts of 885,000 Baht.

The company's auditor information in year 2021:

1. Mr. Ampol Chamnongwat CPA. No. 4663 or
2. Mr. Naris Saowalagsakul CPA. No. 5369

Information of auditor fees in year 2021:

1. Annual audit fee	450,000 Baht
2. Quarterly review fee	<u>435,000</u> Baht
Total	<u>885,000</u> Baht

In addition, the Meeting should acknowledge the fees for auditing of the company and its subsidiaries, the detail below this,

(Unit : Baht)

<u>Detail</u>	<u>Year 2021</u>	<u>Year 2022</u>	<u>Increase / (Decrease)</u>
fees for auditing and reviewing only the Company	885,000	885,000	-
fees for auditing and reviewing of the Company's consolidated financial statements in year	308,000	308,000	-
fees for reviewing and auditing financial statements of 9 subsidiary companies	2,719,000	2,740,000	21,000
fees for auditing of Company in accordance with the BOI conditions	140,000	140,000	-
fees for auditing of 3 subsidiary companies in accordance with the BOI conditions	170,000	105,000	(65,000)
Total	4,222,000	4,178,000	(44,000)

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 Other (if any)

In this connection, the name of shareholders who are entitled to attend the 2022 AGM shall be determined as of 17 March 2022 (Record Date).

All shareholders are hereby invited to join the 2022 Annual General Meeting of Shareholders at the time and date specified above. As this meeting will be held through electronic media (E-AGM), the registration process will be done electronically. For shareholders who wish to attend the meeting, please follow the detailed procedures provided in Enclosure No 8. The registration must be done through the e-registration system of the Digital Access Platform Company Limited (DAP), which will be available on 11 April 2022.



In this regard, the Company would like to ask for the cooperation of shareholders, who wish to attend the meeting or grant a proxy other person or independent director, kindly study the explanation of documents or evidence required for attending the meeting (via electronic media), submission of document and procedure of pre-registration identifying the shareholder, method of granting proxy, procedures for attending the meeting via electronic media, voting, vote counting and questioning during the meeting in Enclosure No.8.

For convenience in attending the meeting, please register through the Digital Access Platform Company Limited (DAP)'s e-registration system at least 1 day in advance before the meeting on 27 April 2022. For registration troubleshooting, please contact DAP Operation at telephone number 02 009-9888 ext. 1 or the Company secretary at telephone number 02 585-4900-3 and 02-913-2180 from 11 April 2022 to 27 April 2022 on Monday to Friday at 9.00 - 16.30 hrs.

For those shareholders who wish to appoint a director of the Company as proxy, kindly note the directors proposed to be proxy below:

<u>List of names</u>	<u>Position</u>
1. Mr. Suetrakul Soonthornthum	Vice Chairman / Independent Director
2. Mr. Wanthana Jaroennawarat	Managing Director

Yours sincerely



(Mr. Sompop Sahawat)

Chairman