



## **Notice of the Annual General Meeting of shareholders of the 2023**

**Monday, 24 April 2023 at 10.00 hrs. (the registration commences at 8.00 hrs.)**

**at Magic 3 Room, 2<sup>nd</sup> Floor, The Miracle Grand Convention Hotel**

**at No. 99 Vibhavadi Rangsit Road (Kamphaeng Phet 6), Kwaeng Talad Bangkhen, Khet Laksi, Bangkok**

**For speedy registration, please bring the meeting notification form printed with a barcode presenting to registration staffs on the meeting day.**



## Process of Submitting Proxy Documents to Independent Directors

Shareholders who have intention to appoint a proxy, this can be assigned to any company independent directors by using the proxy form B. which specifies proxy principles and names of independent directors for shareholders to review. Details and brief profiles of independent directors are given under section “Details of the Board of Directors and Executives” in the annual report - QR Code of the Meeting Invitation Form, and also given under section “Profiles of the directors proposed as proxy” (enclosure - No. 6 of the meeting invitation letter in full).

Shareholders can send the proxy document in complete details along with additional documents that must be brought on the day of shareholders meeting (enclosure - No. 5 of the meeting invitation letter in full) to the company head office. All the documents are addressed to Mr. Aruck Tungtrakool, Company Secretary, No. 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok 10800

Please kindly submit the documents by 17.00 hrs. on 19 April 2023, or have all documents submitted to register officers on the meeting day from 8.00 hrs. at the meeting place.

Subject Invitation to the 2023 Annual General Meeting (Physical Meeting)

To Shareholders of Vanachai Group Public Company Limited

- Enclosure
1. The 2022 annual report in QR Code and the registration form
  2. A Copy of minutes of the 2022 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. Documents or evidence to be presented for attending the shareholders' meeting
  6. Profiles of the directors proposed as proxy
  7. Map of the meeting venue
  8. Proxy Form

The Board of Directors of Vanachai Group Public Company Limited (the “Company”) has resolved to call for the 2023 Annual General Meeting (the “AGM”) to be held on Monday, 24 April 2023 at 10.00 hrs. (the registration commences at 8.00 hrs.) at Magic 3 Room, 2<sup>nd</sup> Floor, The Miracle Grand Convention Hotel at No. 99 Vibhavadi Rangsit Road (Kamphaeng Phet 6), Kwaeng Talad Bangkhen, Khet Laksi, 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 2022 held on 27 April 2022

Fact and Rationale

- Following the Annual General Meeting 2022 (the “AGM”) held on 27 April 2022, 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 2022 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 2022 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 2022

Fact and Rationale

- The company's balance sheet and income statements for this fiscal year, which ended on 31 December 2022, 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 2022 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 2022

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 2022. The year performance, which was ended on 31 December 2022, is below;

1. To be acknowledged that the interim dividend for operation 1 January 2022 to 30 June 2022 which the board of director to approve held on 5 August 2022 and was paid on 2 September 2022, 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 2022 being dividend for the shareholders at 0.20 Baht per share totaling 1,735,237,480 shares being 347,047,496.00 Baht, this is 48.42% of the profit for the year-shareholders of the company of the consolidated financial statements in year 2022 in line with the policy to pay dividend. An interim dividend of 0.10 Baht was paid on 2 September 2022. Therefore, the remaining dividend payment rate at 0.10 Baht per share totaling 1,735,237,480 shares being 173,523,748.00 Baht. Thus, if the shareholder meeting agrees to pay this dividend, it will be paid on 17 May 2023.

In this connection, the name of shareholders who are entitled to receive cash dividends shall be determined as of 17 March 2023 (Record Date), and the dividend payment shall be made by 17 May 2023.

#### Comparison of Dividend Payment in Previous Years

<u>Details of Dividend Payment</u>	<u>Year 2021</u>	<u>Year 2022</u>
1. Profit for the year - shareholders of the company	1,293,776,725.15 Baht	716,689,877.58 Baht
2. Number of ordinary shares	1,735,237,480 shares	1,735,237,480 shares
3. Dividend payment rate / share	0.40 Baht	0.20 Baht
4. Total dividend	694,094,992.00 Baht	347,047,496.00 Baht
5. Percentage of dividend payment	53.65%	48.42%

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 2023, the following 5 directors are to retire by rotation:

<u>List of name</u>		<u>Position</u>
1. Mr. Nipon	Wisityuthasart	Chairman of the Audit Committee / Independent Director
2. Pol. Gen. Wichean	Potephosree	Independent Director / Audit Committee
3. Mr. Wanthana	Jaroennawarat	Managing Director
4. Mr. Patta	Sahawat	Director
5. Mr. Surapong	Dumrisilp	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 2022 to 31 December 2022. 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 has considered it is of the opinion that the person who will be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent directors.

The board is confident that Mr. Nipon Wisityuthasart and Police General Wichean Potephosree, 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 2023, 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 2020 to 2022 be as follows.

(Unit : Baht)

<u>Detail</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>(actual</u> <u>payment)</u>	<u>Year 2023</u> <u>(year of</u> <u>offer)</u>
Monthly compensation per year	3,000,000	3,000,000	3,000,000	3,000,000
Yearly gratuity	_____ -	2,600,000	2,250,000	3,000,000
Total	<u>3,000,000</u>	<u>5,600,000</u>	<u>5,250,000</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 2023

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 Ms. Praphasri Leelasupha, CPA. No. 4664 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 2023. 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 2023 in 917,000 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 2023 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 2018-2022, totaling 5 years.)
2. Ms. Praphasri Leelasupha CPA. No. 4664 or  
(She signed to certify the Company's financial statements for the years 2013-2017, totaling 5 years.)
3. Mr. Naris Saowalagsakul CPA. No. 5369 or  
(He has never signed to certify the Company's financial statements.)
4. 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 2023 in the amounts of 917,000 Baht, which has increased from year 2022 in 32,000 Baht or in 3.62%.



The company's auditor information in year 2022:

1. Mr. Ampol Chamnongwat CPA. No. 4663 or
2. Mr. Naris Saowalagsakul CPA. No. 5369 or
3. Ms. Gunyanun Punyaviwat CPA. No. 12733

Information of auditor fees in year 2022:

1. Annual audit fee 450,000 Baht
2. Quarterly review fee 435,000 Baht
- Total 885,000 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 2022</u>	<u>Year 2023</u>	<u>Increase (Decrease)</u>
fees for auditing and reviewing only the Company	885,000	917,000	32,000
fees for auditing and reviewing of the Company's consolidated financial statements in year	308,000	336,000	28,000
fees for reviewing and auditing financial statements of 9 subsidiary companies	2,800,000	2,750,000	(50,000)
fees for auditing of Company in accordance with the BOI conditions	140,000	175,000	35,000
fees for auditing of 2 subsidiary companies in accordance with the BOI conditions	105,000	70,000	(35,000)
fee for service destruction observation of product-Vanachai Group Plc.	5,000	-	(5,000)
Total	4,243,000	4,248,000	5,000

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 2023 AGM shall be determined as of 17 March 2023 (Record Date).

All the shareholders are hereby invited to attend the AGM on the date, time and place stated above. For the shareholders who wish to appoint another person as proxy, please complete and sign the enclosed proxy form and submit to the Chairman or the Company's Secretary prior to the meeting. Registration will start at 8.00 hrs. onwards.

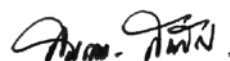
For those shareholders who wish to appoint a director of the Company as proxy, kindly note the directors proposed to be proxy below:

In addition, you may appoint a director as your proxy from amongst the directors as follows:

<u>List of name</u>	<u>Position</u>
1. Mr. Sompop Sahawat	Chairman
2. Mr. Suebtrakul Soonthornthum	Vice Chairman / Independent Director

You are kindly requested to submit the complete Proxy Form to the Company by Wednesday, 19 April 2023.

Yours sincerely



(Mr. Sompop Sahawat)

Chairman