



24th April 2023

Subject: Invitation to the Annual General Shareholders' Meeting Year 2023 via Hybrid Meeting (Physical and E-AGM)

Attention: Shareholders

Attachment: 1) Guidelines and Document as a Proof for attending the Annual General Meeting of Shareholders by Electronic Means (E-AGM)
2) Guidelines and Document as a Proof for attending the Annual General Meeting of Shareholders by Physical Meeting
3) QR Code to download the documents
For Agenda 1: Minutes of the Extraordinary General Meeting of Shareholders No.1/2022
For Agenda 2, 3: Form 56-1 One Report 2022 and Financial Statement of the Company and its Subsidiaries for the year ended 31st December 2022
4) Profile of nominees who are proposed as directors replacing retired directors
5) The Company's Articles of Association relating to the Shareholders' Meeting and Voting
6) Definition of independent Director and Profile of independent directors
7) Proxy Form A. Form B. and Form C
8) Privacy Notice for the Shareholder's Meeting (HTC)
9) 2022 Annual Report Requisition Form
10) Advanced Question Form
11) Map for meeting place

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors of HaadThip Public Company Limited ("the Company"), the Annual General Shareholders' Meeting Year 2023 shall take place on Friday 21st April 2023 at 14:00 hours **by Hybrid Meeting (Shareholders and proxy can attend via either electronic means (E-AGM) or physical meeting** at Ballroom 1, 5th Floor, Hyatt Regency Bangkok Sukhumvit Hotel, 1 Soi Sukhumvit 13, Khlong Toei Nuea, Watthana, Bangkok 10110 to consider and approve the following agenda:

Agenda No. 1 **To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022.**

Supporting Information: The Extraordinary General Meeting of Shareholders No. 1/2022 was held on Tuesday 26th July 2022. The copy of the said minutes has been sent to the shareholders in form of QR code for downloading together with the notice of this meeting as per Attachment 3.

Opinion of the Board: The Board has recommended that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 are to be adopted because they were accurately recorded as shown in Attachment 3 in form of QR code for downloading.

Vote required: Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 2 To acknowledge the Board of Directors' Report on the 2022 Operation results.

Supporting information: The summary of the 2022 Company's business operations shown in the form 56-1 One Report / the 2022 Annual Report. Shareholders can download the form 56-1 One Report / the 2022 Annual Report via QR Code available in the Notification of Meeting, as shown in Attachment 3.

Opinion of the Board: The Board has deemed appropriate to propose the 2022 Company's business operations to present to the Annual General Meeting of Shareholders for acknowledgement.

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

Agenda No. 3 To consider and approve the audited financial statements for the year ended 31st December 2022.

Supporting information: To be in compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

Opinion of the Board: The board has deemed it appropriate to propose to the Meeting to consider and approve the financial statements for the year ended 31st December 2022, as audited and certified by the auditor from KPMG Phoomchai Audit Ltd. and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2022 is as follows:

The statements of financial position and income statements

Unit: Million Baht

Details	The Company and its Subsidiaries	The Company
Total Assets	5,915.22	5,643.62
Total Liabilities	2,161.80	1,999.65
Revenue from sales	7,048.33	6,873.67
Total Revenue	7,092.53	7,121.75
Profit for the year ^{1/}	430.98	474.70
Earnings per share (Baht/share)	2.16	2.36

^{1/} Represents profit for the year in accordance with the consolidated financial statements.

Details are as shown in the financial statements section of the Company's the form 56-1 One Report / the 2022 Annual Report for the year 2022, to be download via the QR Code available

In the Notification of Meeting, delivered to the shareholders together with this Notice in Attachment 3.

Vote required: Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 4 To consider and approve the dividend payment for 2022 operating results.

Supporting Information: The Company has a policy to pay out dividend at the rate of no less than 50% to 80% of the remaining Net Profits after deduction of all types of reserves required by the law and set forth by the Company. Dividend shall be paid out according to the appropriation of Net Profits from the Company's Consolidated Financial Statement. However, dividend payments shall be based upon the Company's cash flow, investment plan, other necessities and circumstances deemed appropriate in the future.

Based on the company's business operation results of 2022, the company had a total net profit of Baht 430.98 million or Baht 2.16 per share as shown on the consolidated financial statements. The company, thereby, deems it appropriate to propose to the Annual General Meeting of Shareholders to approve a dividend payment from the Company's operating results of the year 2022 at Baht 1.52 (one baht fifty two satang) per share for a total amount of Baht 305.46 million or 70.0% of the profit of the year on the consolidate financial statements. The company already paid interim dividends at Baht 0.55 (fifty five satang) per share for a total amount of Baht 110.53 million on 26th September 2022 for 6-month operation results. The remaining dividend payment shall be Baht 0.97 per share for a total amount of Baht 194.93 million. Such dividend payment is in compliance with the company's policy and details of the dividend payment in comparison with the previous year are as follows:

Details of Dividend Payment	Year 2022	Year 2021
Profit for the year on consolidated financial statements (million Baht)	430.98	533.32
Shares (million shares)	200.96	200.96
Basic earnings per share (Baht)	2.16	2.66
Total dividend paid (Baht/share)	1.52 Comprising 1) First interim dividend 0.55 Baht/share 2) Second interim dividend 0.97 Baht/share	1.79 Comprising 1) First interim dividend 0.83 Baht/share 2) Second interim dividend 0.96 Baht/share
Total amount of dividends paid (million Baht)	305.46	359.72
Dividend as % of profit for the year (%)	70.00	67.40

Opinion of the Board: The board has deemed it appropriate to propose to the shareholders' meeting to approve the dividend payment from the Company's operating results of the year 2022

at Baht 1.52 (one baht fifty five satang) per share. The company already paid the interim dividends at Baht 0.55 (fifty five satang) per share on 26th September 2022 with the remaining dividend payment from the operation results of 2022 to be approved at the rate of Baht 0.97 (ninety seven satang) per share

The Company has fixed the Record Date on which shareholders have the right to receive the dividends on Wednesday 3rd May 2023 and the dividend shall be paid on Friday 19th May 2023.

Voting required for approval : Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 5 **To consider and approve the election of directors in replacement of those who will retire by rotation.**

Supporting information: According to the Article 21 of the Company's Articles of Association, one - third of the directors must retire from office by rotation at the Annual General Meeting of Shareholder. If the number of the retiring directors is not at the one - third ratio, then the nearest shall be applied. The following 5 directors shall be retired by rotation.

- | | | |
|----|-----------------------------|---|
| 1. | Maj. Gen. Patchara Rattakul | Authorized Director / Chairman of Sustainability Committee
/ Chairman of Risk Management and Corporate Governance
Committee |
| 2. | Mr. Philipp Hugo Gutsche | Director / Member of Nomination and Remuneration
Committee |
| 3. | Mrs. Pariya Chirabandhu | Authorized Director / Member of Nomination and
Remuneration Committee |
| 4. | M.L. Dhisana Sritavaj | Director |
| 5. | Pol. Gen. Jaruvat Vaisaya | Director |

The Company had welcomed an opportunity to its shareholders to propose a list of qualified candidate(s) for directorship during November 2 to December 31, 2022. However, there was no any proposals of agenda nor list of candidates for considerations.

The Nomination and Remuneration (without the interested directors) has extensively discussed, thoroughly considered and agreed that the aforementioned 5 retired directors are knowledgeable, competent, qualified and have performed their duties effectively, provided useful opinions and advices to the Board and the company throughout. As a result, the Nomination and Remuneration Committee would like the Board of Directors to propose to the Annual General Shareholders' Meeting for consideration and reelection of the 5 directors due to retire by rotation to hold the director position for one more term. Preliminary background of each director due to retire by rotation and to be reelected for one more term had been distributed to the shareholders with the Letter of Invitation, as per the Attachment 4.

The aforementioned 5 retired directors have never been penalized or terminated as a result of any malfeasance, sentenced to imprisonment for corruptions or been a partner or a shareholder of similar legal entities that compete with the company's business.

Opinion of the Board: The board without any interested directors has thoroughly considered the directors' qualifications through the recruitment process and the Nomination and Remuneration Committee and agreed to propose to the Annual General Shareholders' Meeting the reelection of the 5 directors due to retire by rotation, namely Maj. Gen. Patchara Rattakul, Mr. Philipp Hugo Gutsche, Mrs. Pariya Chirabandhu, M.L. Dhisana Sritavaj and Pol. Gen. Jaruvat Vaisaya to be re-appointed as directors.

Vote required: Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 6 **To consider and approve the directors' remuneration and sub - committee Members' remuneration for the year 2023**

Supporting information: In compliance with the Article 28 of the Company's Articles of Association, the directors are entitled to receive remuneration benefits from the Company. The shareholders must approve the amount of remuneration by a vote of no less than 2/3 of the shareholders' presence during the Shareholders Meeting. The amount of remuneration may be fixed, determined periodically, or remain in effect until change through a resolution of the shareholders' meeting.

The Nomination and Remuneration Committee has considered the directors' remuneration in accordance with the operating results of the Company as well as duties and responsibilities of the directors. The rate of remuneration shall be set at a level appropriately in line with other companies in the same industry and at a sufficient rate to attract and maintain highly qualified directors. The company would like the Board to the shareholders to consider and approve the 2023 remuneration for the Board of Directors and Sub-Committees comparing with rate of 2022 as follows:

1. Monetary Remuneration :

1.1 Directors' remuneration and Sub - Committee Members' remuneration

Detail	Positions	Year 2023		Year 2022	
		Remuneration (Baht/person/year)	Meeting Allowance (Baht/person/year)	Remuneration (Baht/person/year)	Meeting Allowance (Baht/person/year)
Board of Directors	Chairman	266,000	21,000	253,000	20,000
	Member	191,000	21,000	181,500	20,000
Audit Committee	Chairman	266,000	5,200	253,000	5,000
	Member	191,000	5,200	181,500	5,000
Nomination and Remuneration Committee	Chairman	42,000	5,200	40,000	5,000
	Member	21,000	5,200	20,000	5,000
Risk Management and Corporate Governance Committee ¹	Chairman	42,000	5,200	40,000	5,000
	Member	21,000	5,200	20,000	5,000
Sustainability Committee ¹	Chairman	42,000	5,200	40,000	5,000
	Member	21,000	5,200	20,000	5,000

¹The Board of Directors' Meeting No.7/2022 on 15th December 2022 approved the resolution to change the names of (1) Good Corporate Governance to be Risk Management and Corporate Governance Committee and (2) Risk Management and Sustainable Development Committee to be Sustainability Committee, effective on January 1st, 2023.

2. Non - Monetary Remuneration : Directors' and Officers' Liability Insurance or D&O

Opinion of the Board: The board has considered, agreed with the opinions of the Nomination and Remuneration Committees and proposed to the shareholders to consider approving the remuneration for the Board of Directors and Sub - committees for the year 2023.

Vote required: Not less than two - thirds of the total number of votes of the shareholders presented at the meeting and have voting rights.

Agenda No. 7 To consider and approve the appointment of the Company's external auditors and determination of audit fee for the year 2022.

Supporting information: 58 of the Company's Articles of Association, an auditor must be appointed and audit fees must be determined at each Annual General Meeting of Shareholders.

The Audit Committee resolved to select KPMG Phoomchai Audit Ltd. (KPMG) to be the audit firm for the Company and its subsidiaries for the year ended December 31, 2023 as KPMG not only

has performed the duties expertly but also has good reputation and performance standard, experiences and expertise in auditing, effective audit procedures and tools as well as good business understanding, and shall appoint one of the following persons to audit, review, express opinion and sign financial statements of the Company.

1. Ms. Krittika Kongkerd CPA license no. 10634
(already signed financial statements during 2021-2022) or
2. Mr. Thanit Osathalert CPA license no. 5155
(already signed financial statements during 2018 - 2020) or
3. Ms. Marisa Tharathornbunpakul CPA license no. 5752
(yet to sign financial statements of the Company)

The auditors named above are the same who audit the company's subsidiaries and do not have a personal relationship and/or a vested interest with the Company, its subsidiaries, management, major shareholders or other related parties in a manner that may affect the integrity and independence of their work.

Thus, it is deemed appropriate for the Board to approve audit fee for the financial statements as of 31st December 2023 in the amount of Baht 1,775,000.00 (One million seven hundred and seventy five thousand Baht only), an increase of Baht 85,000.00 or 5.03% as follows.

Unit: Baht

Type of Fee	Year 2022	Year 2021	Increase	%
1. Audit Fee				
- Annual audit fee	1,445,000.00	1,360,000.00		
- Quarterly review fee (total 3 quarters)	330,000.00	330,000.00		
Total audit fee	1,775,000.00	1,690,000.00	85,000.00	5.03
2. None - Audit Fee	- None -	- None -	-	-

Opinion of the Board: The Board has agreed with the Audit Committee and proposed that the Meeting approves the appointment of either Miss Krittika Kongkerd Registration No. 10634, or Mr. Thanit Osathalert, Registration No. 5155, or Miss Marisa Tharathornbunpakul, Registration No. 5752 of KPMG Phoomchai Audit Ltd. as the company's auditor for the fiscal period ended 31st December 2023. In addition, the Board has also agreed the 2023 Auditor's Fee for the auditing services of the Company's annual and quarterly financial statements in the amount of 1,775,000.00 Baht (One million seven hundred and seventy five thousand Baht only) with no other audit fee.

Vote required: Simple majority of total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 8 To consider and approve the amendment of Company's Articles of Association

Supporting information: Public Limited Companies Act, (No.4) B.E. 2565 (2022), effective on 24th May, 2022. In compliance with the amendment of Public Limited Companies Act, the Company proposes the amendment of Company's Articles of Association provision No. 32, 33, 34, 42, 43, 44, 47, 55, and add provision No. 69 and as follows.

Opinion of the Board: The Board has agreed to propose to the Annual General Shareholders' Meeting the amendment of Company's Articles of Association in compliance with Public Limited Companies Act, (No.4) B.E. 2565 (2022) as follows.

Existing Provisions	Provisions Proposed for Amendment
32. The Board of Directors must meet at least once every three months at the location of the head or branch office of the Company or other location as designated by the Board of Directors.	<p>32. The Board of Directors must meet at least <u>one time for every three months</u> at the location of the head or branch office of the Company or any other location as designated by the Board of Directors.</p> <p><u>The meetings of the Board of Directors in Paragraph 1 may be held via electronic means in accordance with the relevant laws on electronic meetings. In such case, the head office of the Company shall be considered as the meeting place.</u></p>
<p>33. Chairman of the Board has power to summon or order for summoning meetings of the Board of Directors.</p> <p>Two or more directors may request the Chairman of the Board of Directors to hold a meeting of the Board of Directors. In this case, the Chairman of the Board of Directors shall schedule the meeting date and call for the meeting within fourteen days from the date of receipt of request.</p>	<p>33. Chairman of the Board of Directors has power to summon or order for summoning meetings of the Board of Directors. <u>In addition, if there is no Chairman of the Board of Directors for whatsoever reason, the Vice Chairman of the Board of Directors shall be the person who summons the meeting of the Board of Directors. If there is no Vice Chairman of the Board of Directors for whatsoever reason, two or more directors may jointly summon such meeting.</u></p> <p><u>When there is a justifiable reason, or to protect the rights and interests of the Company, two or more directors may jointly request the Chairman of the Board of Directors to hold a meeting of the Board of Directors. In this regard, the issue and reason to be proposed to the said meeting shall also be specified.</u></p> <p>In this case, the Chairman of the Board of Directors shall <u>call for the meeting and</u> schedule the meeting date within fourteen days from the date of receipt of request. <u>If the Chairman of the Board of Directors</u></p>

Existing Provisions	Provisions Proposed for Amendment
	<p><u>does not call for such meeting, the directors making the request may jointly call and schedule the meeting within fourteen days from the expiration of such period.</u></p>
<p>34. In convening a meeting of the Board of Directors, the Chairman of the Board of Directors or the assigned person shall submit the meeting notice to the directors within a period of no less than seven days prior to the meeting date, except in the case of urgency and necessity in order to protect the right or benefit of the Company, the meeting notice may be submitted via other methods and the meeting date may be scheduled earlier.</p>	<p>34. In convening a meeting of the Board of Directors, the Chairman of the Board of Directors or the assigned person shall submit the meeting notice to the directors within a period of no less than <u>three (3) days</u> prior to the meeting date, except in the case of urgency and necessity in order to protect the rights or benefits of the Company, <u>the meeting notice may be submitted via electronic means or other methods and the meeting date may be scheduled earlier.</u></p>
<p>42. The Board of Directors shall arrange for a shareholders' meeting that is an Annual General Shareholders' Meeting within four months from the last day of the Company's fiscal year.</p> <p>The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within forty-five days from the date of receipt of the letter of request from the above-mentioned shareholders.</p>	<p>42. The Board of Directors shall arrange for a shareholders' meeting that is an Annual General Shareholders' Meeting within four months from the last day of the Company's fiscal year.</p> <p>The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. <u>The meeting of shareholders may be conducted via electronic means in accordance with the laws on electronic meetings.</u> The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within forty-five days from the date of receipt of the letter of request from the above-mentioned shareholders.</p>

Existing Provisions	Provisions Proposed for Amendment
<p>In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.</p> <p>In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended do not meet the requirement to form the quorum as stated in Paragraph 1 of Article 45 of the Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting.</p>	<p>In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. <u>The shareholders calling the meeting may send the meeting notice to the shareholders via electronic means if such shareholders have informed the intention or given consent to the Company or the Board of Directors in accordance with the regulations of the Registrar and the relevant laws.</u> In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.</p> <p>In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended do not meet the requirement to form the quorum as stated in Paragraph 1 of Article 45 of the Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting.</p>
<p>43. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The</p>	<p>43. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of</p>

Existing Provisions	Provisions Proposed for Amendment
<p>notice calling for the meeting shall also be published in a newspaper for at least three consecutive days and at least three days prior to the date of the meeting. The meeting may be convened at the head or branch office of the Company or any other location as designated by the Board of Directors.</p>	<p>the meeting. The notice calling for the meeting shall also be published in a newspaper for at least three consecutive days and at least three days prior to the date of the meeting. <u>The publication or advertisement may be made via electronic means in accordance with the regulations of the Registrar in place of newspaper publication.</u> The meeting may be convened at the head or branch office of the Company or any other location as designated by the Board of Directors, <u>except where the meeting is conducted via electronic means under Article 42 Paragraph 2, the head office of the Company shall be considered as the meeting place.</u></p>
<p>44. Shareholders are entitled to attend and vote at the shareholders' meeting but they may appoint any other persons who have come of age (or are sui jurist) as proxies to attend and vote at any meeting on their behalf.</p> <p>The appointment of proxy shall be made in writing and signed by the appointing shareholder conforming to the proxy form as specified by the Registrar. The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of meeting before the proxy attends the meeting.</p>	<p>44. Shareholders are entitled to attend and vote at the shareholders' meeting but they may appoint any other persons who have come of age (or are sui juris) as a proxy to attend and vote at any meeting on their behalf.</p> <p>The appointment of proxy shall be made in writing and signed by the appointing shareholder conforming to the proxy form as specified by the Registrar. The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors before the proxy attends the meeting. <u>The appointment of proxy may be made via electronic means using a method that is safe and credible that the appointment of proxy was done by the shareholder, subject to the regulations of the Registrar.</u></p>
<p>47. The Chairman of the shareholder' meeting has the duty to conduct the meeting in compliance with the law and the Articles of Association of the Company relating to meeting (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of</p>	<p>47. The Chairman of the shareholder' meeting has the duty to conduct the meeting in compliance with the law and the Articles of Association of the Company relating to meeting (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the</p>

Existing Provisions	Provisions Proposed for Amendment
<p>not less than two - thirds of the number of the shareholders present at the meeting.</p> <p>Upon completion of the consideration of all the businesses pursuant to the agenda sequence, the shareholders holding the aggregate number of shares of not less than one-third of the total number of shares sold may request the consideration of other businesses in addition to that specified in the notice summoning the meeting.</p> <p>In the case where the consideration of the businesses in the sequence of the agenda is unfinished and/or the consideration of the businesses proposed by the shareholders is unfinished (as the case may be), and an adjournment of its consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the Board of Directors shall send a written notice summoning the meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for not less than three consecutive days and at least three days prior to the date of the meeting.</p>	<p>agenda with a vote of not less than two – thirds of the number of the shareholders present at the meeting.</p> <p>Upon completion of the consideration of all the businesses pursuant to the agenda sequence, the shareholders holding the aggregate number of shares of not less than one-third of the total number of shares sold may request the consideration of other businesses in addition to that specified in the notice summoning the meeting.</p> <p>In the case where the consideration of the businesses in the sequence of the agenda is unfinished and/or the consideration of the businesses proposed by the shareholders is unfinished (as the case may be), and an adjournment of its consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the Board of Directors shall send a written notice summoning the meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for not less than three consecutive days and at least three days prior to the date of the meeting. <u>The publication or advertisement may be made via electronic means in accordance with the regulations of the Registrar in place of newspaper publication.</u></p>
<p>55. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid.</p>	<p>55. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid.</p>

Existing Provisions	Provisions Proposed for Amendment
<p>Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution.</p> <p>The Board of Directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits as to justify such payment, and, when dividends have been paid, the Board of Directors shall report it to the shareholders at the next meeting.</p> <p>The payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper for not less than three consecutive days.</p>	<p>Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution.</p> <p>The Board of Directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits as to justify such payment, and, when dividends have been paid, the Board of Directors shall report it to the shareholders at the next meeting.</p> <p>The payment of dividends shall be made within one month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper for not less than three consecutive days. <u>The publication or advertisement may be made via electronic means in accordance with the regulations of the Registrar in place of newspaper publication.</u></p>
<p>- None -</p>	<p><u>69. In case the Company or the Board of Directors is required to send a notice or document to the directors, shareholders, or creditors of the Company. Subject to the regulations of the Registrar, in case such persons have declared their intention for or consented to the delivery of the notice or document by electronic means, the Company or the Board of Directors may send such notice or document by electronic means.</u></p> <p><u>In case the laws or this Articles of Association require or allow any person to notify, warn, declare, or publish any information related to the Company to other person or the public through the newspaper, such person may do so by electronic means, in accordance with the regulations of the Registrar.</u></p>

In this regard, authorize the authorized directors and/or any person authorized by the authorized directors to be the applicant for the registration of the amendments to the Company's Articles of Association, provision No. 32, 33, 34, 42, 43, 44, 47, 55, and add provision No. 69 with the Department of Business Development, Ministry of Commerce, as well as, to amend the text to take any necessary action to comply with the registrar's orders.

Vote required: Not less than three - fourth of the total number of votes of the shareholders presented at the meeting and have voting rights.

Agenda No. 9 Other matters, (if any)

Information for Shareholders

- 1) The Record Date for specifying the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2023 by Hybrid Meeting (Shareholders and proxies can attend the Annual General Meeting of Shareholders either via electronic means (E-AGM) or Physical Meeting) shall be on Friday, 17th March 2023. The Annual General Meeting of Shareholders for the year 2023 will be held on Friday 21st April 2023 at 14.00 hours.
- 2) Shareholders and proxies choose to attend via electronic means (E-AGM) can register since April 12th April 2023 at 8.30 hrs. The registration will be closed at the end of meeting on 21st April 2023. And electronic meeting system will open on 21st April 2023 at 12.00 hrs.

Shareholders and proxies choose to attend physical meeting at Ballroom 1, 5th Floor, Hyatt Regency Bangkok Sukhumvit Hotel, 1 Soi Sukhumvit 13, Khlong Toei Nuea, Watthana, Bangkok 10110. The registration will open on 21st April 2023 at 12.00 hrs.

The Annual General Meeting of Shareholders for the year 2023 will be conducted by Hybrid meeting (Physical and E-AGM), as well as the registration and voting. The Company shall also invite legal consultant of the Company to examine the voting process and the Meeting to be transparent and in accordance with the laws and regulations in relation to the Meeting via Hybrid meeting (Physical and E-AGM).

For shareholders and proxy holders having rights to attend the meeting, please study guidelines for registration, proxy granting, voting and vote counting from [Attachment 1](#) and [Attachment 2](#). In addition, Shareholders can also authorize one of the Company's Independent Directors to attend and vote on his or her behalf. Profiles of Independent Directors acting as Shareholders' Proxies can be found in [Attachment 6](#) by completing either Proxy Form, which can be found in [Attachment 7](#). The Company must receive the shareholder's power of attorney within **20th April 2023** by post, using the envelope enclosed with this letter and send to Company Secretary, HaadThip Public Company Limited 36/6 Soi Ramkhamhaeng21(Navasri), Yaek 5 Phlabphla, Wang Thonglang, Bangkok, Thailand 10310

- 3) The Company will record the Annual General Meeting of Shareholders in form of video and may post on the website of the Company under "Investors"

Please be invited to attend

Please be informed accordingly.

Yours Sincerely,



(Miss Marisa Sangvoranit)

Company Secretary

As assigned by the Board of Directors

Any shareholder can access the Invitation Letter of the 2023 Annual General Meeting of the shareholders and all related documents at the Company's website at www.haadthip.com under the section "INVESTORS" > "Shareholder" > "Shareholder Meeting 2023" **24th March 2023 onwards.**