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23 September 2019

Subject: Invitation to Extraordinary General Meeting of Shareholders No. 1/2019

Attention: Shareholders

Enclosures:

- 1) Copy of Minutes of the 2019 Annual General Meeting of Shareholders
- 2) Profile of nominees who are proposed as Directors replacing resigned Directors
- 3) Key features in relation to the issuance and offering of newly issued ordinary shares of Haad Thip Public Company Limited to the management and/or employees of the Company under the Employee Stock Option Program (the "HTC ESOP Scheme")
- 4) Capital increase report form (F53-4)
- 5) Profile of Independent Directors proposed by the Company to act as proxy for shareholders
- 6) The Company's Articles of Association relating to the Shareholders' Meeting and Voting
- 7) The documents or evidence required for presentation in the meeting
- 8) Registration Form
- 9) Proxy Form B (proxy Form A and C can be downloaded from www.haadthip.com)
- 10) Map to the venue of the meeting
- 11) Procedures for Attending the 2019 Extraordinary General Meeting of Shareholders No. 1/2019

With reference to the Board of Directors' Meeting No. 5/2019 of Haad Thip Public Company Limited (the "Company") held on Friday, 6th September 2019, the Board of Directors have passed resolutions approving to convene the Extraordinary General Meeting of Shareholders No. 1/2019 on

Monday, 21st October 2019, at 14.30, S31 Sukhumvit Hotel, Ballroom II (5th floor), 545 Sukhumvit 31, Klongtoey-Nuea, Wattana, Bangkok, Thailand to consider and approve the following agendas:

Agenda No.1 To consider and certify Minutes of the 2019 Annual General Meeting of Shareholders convened on 24 April 2019

Supporting Information : The 2019 Annual General Meeting of Shareholders was held on Wednesday, 24th April 2019. The minutes of the meeting was duly prepared and submitted to the relevant authorities within the period prescribed by law, and posted on the Company's website. The details of the minutes are given in Enclosure No.1.

Opinion of the Board of Directors : The Board of Directors deems it appropriate to propose the minutes of the 2019 Annual General Meeting of Shareholders for the EGM's consideration and certification of such minutes given in Enclosure No.1.

Resolution : This agenda must be approved by a majority vote of the shareholders and proxy holders who attend and vote at the meeting.

Agenda No.2 To consider and elect new member of the Board of Directors

Supporting Information : As Coca-Cola SABCO (known as GUSCHE FAMILY INVESTMENTS (PROPRIETARY) LIMITED) has become partners with the Company in 2005, having approximately 24% shareholding in the Company and has the rights to nominate 2 representatives to be appointed as directors, GUSCHE FAMILY INVESTMENTS (PROPRIETARY) LIMITED has proposed Mrs. Kerry-Ann Shipp as a new director to replace Mr. Douglass Andrew Jackson who resigned in 2016. In accordance with Clause 20 of the Company's Articles of Association, the election of the Company's director shall only be made by the Shareholders' Meeting.

Opinion of the Board of Directors : The Nomination and Remuneration Committee has taken into consideration of Mrs. Kerry-Ann Shipp and agreed that she is

knowledgeable, capable and experienced, and all of which shall be beneficial to the Company's operations. She is fully qualified without any prohibited conditions and in compliance with the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) including related announcements. The Board of Directors has considered and agreed with the opinion of the Nomination and Remuneration Committee and deemed it appropriate to propose the Extraordinary General Meeting of Shareholders to elect Mrs. Kerry-Ann Shipp as the new Company's Director. Mrs. Kerry-Ann Shipp's profile is attached in the Enclosure 2.

Resolution : This agenda must be approved by a majority vote of the shareholders and proxy holders who attend and vote at the meeting.

Agenda No.3 To consider and approve the amendment of Clause 66 of the Company's Articles of Association to reflect change in the Company's seal

Supporting Information : In compliance with Clause 68 of the Company's Articles of Association which specifies that if it is necessary or deemed appropriate to make an amendment of the Company's rules and regulations, the Shareholders' Meeting shall proceed to do so in accordance with the law.

Opinion of the Board of Directors : The Board of Directors has agreed to proposed the Extraordinary General Meeting of Shareholders to approve the amendment of Clause 66 of the Company's Articles of Association to reflect change in the Company's seal as follows:



Resolution : This agenda must be approved by no less than three-fourths (3/4) of all votes of the shareholders and proxy holders who attend and have the rights to vote at the meeting.

Agenda No.4 To consider and approve extra bonus for the Board of Directors

Supporting Information : In compliance with Clause 28 of the Company's Articles of Association, Directors are entitled to receive the amount of remuneration considered and approved by the shareholders' votes, with the number of votes accounting for no less than two-thirds (2/3) of total votes of the shareholders present at the meeting. The remuneration rate may be set at an exact amount; or as a criterion that shall be determined periodically; or a criterion that shall be held effective until the Board of Directors passes a resolution to make an amendment.

The 2019 Annual General Meeting of Shareholders held on 24th April 2019 had approved directors' remuneration for the year 2019 at the same rate as that of 2018, shown as follows:

1. Monetary Remuneration

Directors	Position	Year 2019		Year 2018	
		Compensation (Baht/person/year)	Meeting Allowance (Baht/person/meeting)	Compensation (Baht/person/year)	Meeting Allowance (Baht/person/meeting)
Board of Directors	Chairman	253,000	10,000	253,000	10,000
	Member	181,500	10,000	181,500	10,000
Audit Of Committee	Chairman	253,000	5,000	253,000	5,000
	Member	181,500	5,000	181,500	5,000
Nomination and Remuneration Committee	Chairman	16,500	3,000	16,500	3,000
	Member	11,000	3,000	11,000	3,000

2. Non-monetary Compensation: The Company has arranged for Directors and Officers Liability Insurance (D&O Liability Insurance) to provide coverage for directors, in the case of lawsuit filed on directors for making management errors while performing their duties.

The Nomination and Remuneration Committee has considered and felt that the Company's performance during the 1st half of 2019 is more than satisfactory, and therefore has agreed to pay an extra bonus to the Board of Directors in an amount of Baht 3,000,000 or no more than 1.00 percent of the operating results of the 1st half of 2019. This is an addition to the previous approval at the 2019 Annual General Meeting of Shareholders as per the above details. Such extra bonus payment is made according to the Company' operating results and to express appreciations to the Board of Directors for setting up the Company's strategic directions over the years.

Opinion of the Board of Directors : The board has considered and agreed with the opinions of the Nomination and Remuneration Committee and proposed to the Extraordinary General Meeting of Shareholders to consider and approve payment of the extra bonus for the Board of Directors, totaling approximately Baht 3 million or not exceeding 1.00 percent of the operating results of the 1st half of 2019. This is an addition to the previous approval at The 2019 Annual General Meeting of Shareholders. The extra bonus shall be paid equally to each Director.

Resolution : This agenda must be approved by no less than two-thirds (2/3) of all votes of the shareholders and proxy holders who attend the meeting.

Agenda No.5 To consider and approve the issuance and offering of newly issued ordinary shares of the Company to the management and/or employees of the Company (The HTC ESOP Scheme)

Supporting Information : The Company has an intention to proceed with the HTC ESOP Scheme to create motivation and reward the hard-working personnel of the

Company with long-standing dedication and outstanding performance who have consistently contributed to the Company's achievement as well as to retain key personnel, which will be beneficial to the Company and its shareholders in achieving sustainable growth in the long term.

Under the HTC ESOP Scheme, the Company shall proceed to issue and offer newly issued ordinary shares of the Company in an amount of not exceeding 1,992,180 shares at par value of Baht 1 per share totaling Baht 1,992,180, which is equivalent to 1.00 percent of the Company's total issued and paid-up shares at the offering price of Baht 11.33 per share to the management and/or employees of the Company under the HTC ESOP Scheme.

Such offering price represents 50 percent discount to the shares' market price which is calculated from the weighted average closing price of the shares traded during 15 business days prior to the Board of Directors' Meeting No. 5/2019 held on 6 September 2019 (between 16 August 2019 to 5 September 2019) which is equivalent to Baht 22.65 per share – information from www.set.or.th). In this regard, the number of newly issued ordinary shares offered to each management and/or employees under the HTC ESOP Scheme is limited to 5 percent of the total number of the Shares offered under the HTC ESOP Scheme. The details of which are set out in Enclosure 3.

To proceed with the issuance and offering of newly issued ordinary shares of the Company under the HTC ESOP Scheme, Maj. Gen. Patchara Rattakul, the Chief Executive Officer, or any person designated by the Chief Executive Officer shall be authorized to have the power to undertake the following actions:

- (1) To specify the date for the subscription of the newly issued ordinary shares to be offered to the management and/or employees of the Company including the list of eligible management and/or employees ("ESOP Qualified Employees") and the number of the newly issued ordinary shares to be offered to each ESOP Qualified Employee (including any changes to the number of the newly issued ordinary

shares), as well as other details regarding the HTC ESOP Scheme as far as not contrary to the Notification of the Capital Market Supervisory Board No. Tor Jor. 32/2551 Re: Offer for Sale of Newly-issued Securities to Directors or Employees dated 15 December 2008 (including any amendment thereto) (the “Notification No. Tor Jor. 32/2551”) and be in compliance with related laws and regulations regarding the issuance and offering of securities. In this regard, the number of the Shares that Maj. Gen. Patchara Rattakul, the Chief Executive Officer, or any person designated by the Chief Executive Officer will offer to each ESOP Qualified Employee is limited to 5 percent of the total number of the Shares offered under the HTC ESOP Scheme;

- (2) determine or change the offering method e.g. one-time allocation of all shares or multiple allocations, the subscription period and the subscription method;
- (3) sign the application form, request for waiver, notification, or any other documents related to the allocation of newly issued ordinary shares, including contact with or submit documents to officer or representative of any relevant organization (either domestic or overseas), listing of such newly issued ordinary shares on the Stock Exchange of Thailand (the “SET”) and any other actions necessary for and related to the allocation of newly issued ordinary shares of the Company in order for the Company to offer and sell the newly issued ordinary shares to ESOP Qualified Employees.

Opinion of the Board of Directors : The Board has considered and opined that the issuance and offering of newly issued ordinary shares of the Company under the HTC ESOP Scheme is reasonable since it will be beneficial to the Company according to the objectives of the HTC ESOP Scheme. Therefore, the Board has resolved to propose the Extraordinary General Meeting of Shareholders to consider

and approve the issuance and offering of newly issued ordinary shares to the management and/or employees of the Company under the HTC ESOP Scheme, as well as the delegation of power regarding to the HTC ESOP Scheme as presented.

Resolution : Since the number of shares offered to each ESOP Qualified Employee is limited to 5 percent of the total number of shares offered under the HTC ESOP Scheme, this agenda must be approved by the shareholders' meeting by not less than three-fourths (3/4) of all votes of the shareholders and proxy holders attending the meeting and having the right to vote and no shareholder(s) having an aggregate shareholding of more than 10 percent of the votes of the shareholders attending the meeting shall vote in opposition to the offering under the HTC ESOP Scheme.

Agenda No.6 To consider and approve the increase in the Company's registered capital to accommodate the offering of newly issued ordinary shares to the management and/or employees of the Company (The HTC ESOP Scheme)

Supporting Information : With reference to the issuance and offering of newly issued ordinary shares of the Company under the HTC ESOP Scheme as detailed in Agenda 5, the Company has to increase its registered capital of Baht 1,992,180 from the current registered capital of Baht 199,218,000 (divided into ordinary shares of 199,218,000 shares) to the new registered capital of Baht 201,210,180 (divided into ordinary shares of 201,210,180 shares) by issuing newly issued ordinary shares of 1,992,180 shares at par value of Baht 1 per share totaling Baht 1,992,180, which is equivalent to 1.00 percent of the Company's total issued and paid-up shares, in order to accommodate the offering of newly issued ordinary shares to the management and/or employees of the Company under the HTC ESOP Scheme with details as shown in the Capital Increase Report Form (F53-4) in Enclosure 4.

To proceed with the capital increase of the Company under the HTC ESOP Scheme, Maj. Gen. Patchara Rattakul, the Chief Executive Officer, or any person designated by the Chief Executive Officer shall be authorized to have the power to undertake any actions deemed necessary in order to complete the registration process of an increase in registered capital at the Department of Business Development, Ministry of Commerce, as well as to have the authorization to amend and/or adjust clauses or words on the application as suggested by the requests, opinions, or advice from the registrar at the Business Development Department, the Ministry of Commerce.

Opinion of the Board of Directors : The Board has resolved to propose the Extraordinary General Meeting of Shareholders to consider and approve the increase in the Company's registered capital in relation to the HTC ESOP Scheme, as well as the delegation of power regarding to the registration of the capital increase as presented.

Resolution : This agenda must be approved by no less than three-fourths (3/4) of all votes of the shareholders and proxy holders who attend and have the rights to vote at the meeting.

Agenda No.7 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect the increase in registered capital of the Company

Supporting Information : With reference to the issuance and offering of newly issued ordinary shares of the Company under the HTC ESOP Scheme as detailed in Agenda 5 and the increase in the Company's registered capital as detailed in Agenda 6, the Company therefore has to amend and/or add wordings under Clause 4 of the Memorandum of Association of the Company to reflect the increase in registered capital of the Company by cancelling the existing clause and using the clause as follows:

Clause 4.	Registered Capital	201,210,180	Baht	(Two hundred and one million and two hundred and ten thousand one hundred eighty baht)
	Divided into	201,210,180	shares	(Two hundred and one million and two hundred and ten thousand one hundred eighty shares)
	Par value per share	1	Baht	(One)
	Categorized into			
	Ordinary shares	201,210,180	shares	(Two hundred and one million and two hundred and ten thousand one hundred eighty shares)
	Preferred shares	-	shares	

To proceed with the amendment and/or add wordings under Clause 4 of the Memorandum of Association of the Company, Maj. Gen. Patchara Rattakul, the Chief Executive Officer, or any person designated by the Chief Executive Officer shall be authorized to have the power to undertake any actions deemed necessary in order to complete the amendment of the Memorandum of Association of the Company at the Department of Business Development, Ministry of Commerce, as well as have the authorization to amend and/or adjust clauses or words on the application as suggested by the requests, opinions, or advice from the registrar at the Business Development Department, the Ministry of Commerce.

Opinion of the Board of Directors : The Board has resolved to propose the Extraordinary General Meeting of Shareholders to consider and approve the amendment and/or add wordings under Clause 4 of the Memorandum of Association of the Company in order to reflect the increase in the Company's

registered capital, as well as the delegation of power regarding to the amendment and/or add wordings of the Memorandum of Association as presented.

Resolution : This agenda must be approved by no less than three-fourths (3/4) of all votes of the shareholders and proxy holders who attend and have the rights to vote at the meeting.

Agenda No.8 To consider and approve the allocation of newly issued ordinary shares to the management and/or employees (The HTC ESOP Scheme)

Supporting Information : With reference to the increase in the Company's registered capital from the current registered capital of Baht 199,218,000 to the new registered capital of Baht 201,210,180 by issuing newly issued ordinary shares of 1,992,180 shares at par value of Baht 1 per share as detailed in Agenda 6. The Company will proceed with the allocation of newly issued ordinary shares in an amount of not exceeding 1,992,180 shares at par value of Baht 1 per share at the offering price of Baht 11.33 per share to the management and/or employees of the Company that have qualifications as specified under the HTC ESOP Scheme.

Opinion of the Board of Directors : The Board has resolved to propose the Extraordinary General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares to be offered to the management and/or employees of the Company under the HTC ESOP Scheme as presented.

Resolution : This agenda must be approved by a majority vote of the shareholders and proxy holders who attend and vote at the meeting.

Agenda No.9 Other matters (if any)

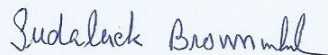
You are cordially invited to attend this meeting as per the date, time and venue stated above. The Company will open registration for shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2019, starting at 13.00 on the date of the meeting. In order to facilitate and expedite registration, shareholders

or proxies are kindly asked to bring the required documents and registration form as stated in Enclosure 7 and 8 for presentation upon registration at the meeting. Shareholders may appoint the Company's Independent Directors, whose names appear in Enclosure 5, as their proxies to vote on their behalf.

In this regard, the Company has fixed the Record Date for shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2019 to register on Monday, 23rd September 2019.

Please be informed accordingly.

Yours Sincerely,



(Miss Sudaluck Brownvanakul)

Company Secretary

As assigned by the Board of Directors

Office of the Chief Executive Officer

Tel. No. 662-391-4488 Ext. 103