

9th April 2021

Subject: Invitation to the Annual General Shareholders Meeting Year 2021

Attention: Shareholders

- Enclosures:
- 1) Copy the Minutes of the Annual General Shareholders Meeting for the year 2020;
 - 2) Annual Report for the year 2020 (QR Code), Notification of Meeting (registration form) and QR Code Downloading Procedures for the 2020 Annual Report
 - 3) Profile of nominees who are proposed as directors replacing retired directors
 - 4) Profile of independent directors proposed by the company to act as proxy for Shareholders
 - 5) Definition of independent Director
 - 6) The Company's Articles of Association relating to the Shareholders' Meeting and Voting
 - 7) Registration Conditions, Procedure and Necessary Documents
 - 8) Proxy Form B (proxy Form A and C can be downloaded from www.haadthip.com)
 - 9) Precautionary Measures and Guidelines of the Company for Attending the Annual General Meeting to Help Prevent the Spread of Coronavirus Disease 2019 (COVID-19)
 - 10) Attendance form for the 2021 Annual General Meeting of Shareholders
 - 11) Question form for the 2021 Annual General Meeting of Shareholders
 - 12) Annual Report Requisition Form 2020
 - 13) Map to the venue of the meeting

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 Shareholder Meeting Year 2021 shall take place on Monday 26th April 2021 at 14:30 hours at the Hyatt Regency Bangkok Sukhumvit Hotel, Regency Ballroom (5th floor), 1 Sukhumvit Soi 13 Road, Klongtoey Nua, Wattana, Bangkok, Thailand to consider and approve the following agenda:

Agenda No. 1 **To adopt the Minutes of the Annual General Shareholder Meeting for the year 2020;**

Supporting Information: The Annual General Shareholder Meeting for the year 2020 was held on Wednesday 22nd July 2020. The copy of the said minutes has been sent to the shareholders together with the notice of this meeting as per Attachment 1.

Opinion of the Board: The Board has recommended that the minutes of the Annual General Shareholder Meeting for the year 2020 was held on Wednesday 22nd July 2020, are to be adopted because they were accurately recorded as shown in Attachment 1.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda No. 2 To acknowledge the Board of Directors' Report on the 2020's Operation results;

Supporting information: The summary of the 2020 Company's business operations shown in the 2020 Annual Report (Shareholders can download the 2020 Annual Report via QR Code available in the Notification of Meeting, as shown in Attachment 2.)

Opinion of the Board: The Board request the Meeting agrees to have the 2020 Company's business operations presented 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 2020;

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 requests the Meeting to consider and approve the financial statements for the year ended December 31, 2020, 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 2020 is as follows:

The statements of financial position and income statements

Unit: Million Baht

Details	The Company and its Subsidiaries	The Company
Total Assets	5,326.11	5,095.44
Total Liabilities	1,872.14	1,825.17
Revenue from sales	6,425.42	6,387.32
Total Revenue	6,444.09	6,709.77
Profit for the year ^{1/}	564.94	642.73
Earnings per share (Baht/share)	2.82	3.20

^{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 Annual report for the year 2020, to be download via the QR Code available in the Notification of Meeting, delivered to the shareholders together with this Notice in Attachment 2.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda No. 4 To consider and approve the dividend payment for 2020 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 2020, the company had a total net profit of BHT 564.94 million or BHT 2.82 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 2020 at Baht 1.90 per share for a total amount of Baht 381.82 million or 67.59% of the profit of the year on the consolidate financial statements. The company already paid interim dividends at Baht 0.78 per share on 28th September 2020. The remaining dividend payment shall be Baht 1.12 per share. 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 2020	Year 2019
Profit for the year on consolidated financial statements (million Baht)	564.94	440.72
Shares (million shares)	200.96	200.96
Basic earnings per share (Baht)	2.82	2.21
Total dividend paid (Baht/share)	1.90 Comprising 1) Interim dividend 0.78 Satang/share 2) Final dividend 1.12 Baht/share	1.76 Comprising 1) First interim dividend 0.78 Satang/share 2) Second interim dividend 0.98 Satang/share
Total amount of dividends paid (million Baht)	381.82	352.33
Dividend as % of profit for the year (%)	67.59	80.08

Opinion of the Board: The board has deemed it appropriate to propose to the shareholders' meeting to approve the a dividend payment from the Company's operating results of the year 2020 at Baht 1.90 (one baht and 90 satang) per share. The company already paid the interim dividends at Baht 0.78 (78 satang) per share on 28th September 2020 with the remaining dividend payment from the operation results of 2020 to be approved at the rate of Baht 1.12 (one baht and 12 satang) per share

The Company has fixed the Record Date on which shareholders have the right to receive the dividends on 6th May 2021 and the dividend shall be paid on 20th May 2021.

Voting required for approval : Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

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 4 directors shall be retired by rotation.

1. Gen. Charan Kullavanijaya Independent Director / Chairman of the Board
2. Mr. Prakit Pradipasen Independent Director / Chairman of Audit Committee Member
3. Mr. Yanyong Maethapanich Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member
4. Maj. Gen. Patchara Rattakul Authorize Director / Chief Executive Officer

The Company had welcomed an opportunity to its shareholders to propose a list of qualified candidate(s) for directorship during November 30 to December 31, 2020. 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 4 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 for Gen. Charan Kullavanijaya, Mr. Prakit Pradipasen and Mr. Yanyong Maethapanich who have been qualified as independent directors and been in this position for more than 3 terms in succession, they have knowledge, capability and experience in the main business of the company. Throughout their terms, they have been capable of independently providing opinions in accordance with the related procedures. 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 4 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 3.

The aforementioned 4 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 entitles 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 4 directors due to retire by rotation, namely Gen. Charan Kullavanijaya, Mr. Prakit Pradipasen, Mr. Yanyong Maethapanich and Maj. Gen. Patchara Rattakul to hold the position of independent directors.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda No. 6 To consider and approve the Remuneration of the Company's Directors for the year 2021

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 current rates of directors' remuneration is also deemed to be at an appropriate level. The company would like the Board to the shareholders to consider and approve the 2021 remuneration for the Board of Directors and Sub-Committees. Details are as follows:

1. Monetary Remuneration :

1.1 Directors' remuneration and Sub-Committee Members' remuneration

Detail	Positions	Year 2021		Year 2020	
		Remuneration	Meeting Allowance	Remuneration	Meeting Allowance
		(Baht/person/year)	(Baht/person/year)	(Baht/person/year)	(Baht/person/year)
Board of Directors	Chairman	253,000	20,000	253,000	10,000
	Member	181,500	20,000	181,500	10,000
Audit Committee	Chairman	253,000	5,000	253,000	5,000
	Member	181,500	5,000	181,500	5,000
Nomination and Remuneration Committee	Chairman	40,000	5,000	16,500	3,000
	Member	20,000	5,000	11,000	3,000
^{1/} Good Corporate Governance Committee	Chairman	40,000	5,000	-	-
	Member	20,000	5,000	-	-
^{1/} Risk Management and Sustainable Development Committee	Chairman	40,000	5,000	-	-
	Member	20,000	5,000	-	-

Remark: ^{1/}The Company plans to appoint candidates by the 2nd quarter of 2021

1.2 Extra Bonus : Approximate total amount is Baht 3,000,000 from the operating results of the year 2020

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 to be at the same rate as per the aforementioned rates.

Vote required: Not less than two – thirds of the total number of votes of the shareholders present at the meeting.

Agenda No. 7 **To consider and approve the appointment of the Company’s external auditors and determination of audit fee for the year 2021;**

Supporting information: In compliance with the Article 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, 2021 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
(yet to sign financial statements of the Company) 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 2021 in the amount of BHT 1,650,000.00 (One million six hundred and fifty thousand Baht only), an increase of BHT 50,000 or 3.13% as follows.

Unit: Baht

Type of Fee	Year 2021	Year 2020	Increase	%
1. Audit Fee				
- Annual audit fee	1,320,000.00	1,270,000.00		
- Quarterly review fee (total 3 quarters)	330,000.00	330,000.00		
Total audit fee	1,650,000.00	1,600,000.00	50,000.00	3.13
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 2021. In addition, the Board has also agreed the 2021 Auditor's Fee for the auditing services of the Company's annual and quarterly financial statements in the amount of 1,650,000.00 Baht (One million six hundred and fifty thousand Baht only) with no other audit fee.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda No. 8 Other matters, (if any)

The Company has fixed the Record Date for shareholders eligible to attend the 2021 AGM to register on Friday 26th March 2021.

This Annual General Meeting shall be held amid the spread of the COVID-19. HTC is deeply concerned with the health and safety of the shareholders, meeting attendees and its staff and all the involved individuals. Thus, seating arrangement shall be made in acceptable distance with only a maximum of 100 seats, meaning a gathering of many people for a long period of time is prohibited.

The company would like to request for your kind cooperation to consider authorizing the Company's independent directors by completing a power of attorney form, specifying either the names of Mr. Prakit Pradipasen or Mr. Yanyong Maethapanich or Miss Smornluk Mahasmitti as your proxy and please return the form and all the relevant documents to the Company's Secretary, HaadThip Public Company Limited, 36/6 Soi Ramkhamhaeng 21 (Navasri) Yaek 5, Phlabphla, Wang Thonglang, Bangkok 10310 by Tuesday 20th April 2021.

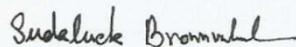
As for the shareholders who wish to attend the meeting or wish to appoint a representative to vote on their behalves, registration shall start at 13:00 hrs. The company would like to request the shareholders and the meeting attendees to strictly comply with the measures and guidelines for the meeting attendees to protect the spread of the COVID -19. Please refer to Attachment 9.

The company shall arrange for a screening point in accordance with the procedures of the Department of disease control, the Ministry of Public Health, in front of the meeting room. In case of any individuals found with high temperature or any symptoms of respiratory disease i.e. fever, cough, sore throat, sneeze and running nose, or any risks to the symptoms of respiratory disease, the company shall reserve the rights to reject the entry (in case a shareholder attends the meeting, he or she can authorize the Company's independent director to attend the meeting on his or her behalf.) In addition, there will be no snack boxes, tea and coffee provided and eating is strictly prohibited throughout all areas of the meeting so as to reduce a risk of the spread of the COVID-19.

For further inquiries, please contact the Company's Secretary Office on +66 2391 4488 Ext. 103 during the office hours.

Please be informed accordingly.

Yours Sincerely,



(Miss Sudaluck Brownvanakul)

Company Secretary

As assigned by the Board of Directors

Notice:

1. Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:
 - 1.1 Mail: Company's Secretary, HaadThip Public Company Limited, 36/6 Soi Ramkhamhaeng 21 (Navasri) Yaek 5, Phlabphla, Wang Thonglang, Bangkok 10310
 - 1.2 Email: cs.bkk@haadthip.com
 - 1.3 Facsimile: +66 2381 2257
2. Shareholders who require the printed copies of 2020 Annual Report, please fill in " 2020 Annual Report Requisition Form", delivered to the shareholders together with the invitation letter as per Attachment 12
3. HTC has announced the Privacy Notice, notifying shareholders of details about the collection, usage, and disclosure of your personal data. Please see further details at www.haadthip.com