



5<sup>th</sup> July 2022

Subject: Invitation to the Extraordinary General Shareholders Meeting No.1/2022 via electronic means (E-EGM)

Attention: Shareholders

- Attachment:
- 1) Guidelines and procedures for attending the Extraordinary General Meeting of Shareholders by Electronic Means
  - 2) The Company's Articles of Association relating to the Shareholders' Meeting and Voting
  - 3) Copy the Minutes of the Annual General Shareholders Meeting for the year 2022
  - 4) Profile of nominees who are proposed as directors
  - 5) Definition of independent Director and Profile of independent directors
  - 6) Proxy Form A. Form B. and Form C.
  - 7) Document or Evidence as a Proof of Shareholding or a Proxy of a Shareholder for registration to attend the Extraordinary General Meeting of Shareholders via electronic means
  - 8) Privacy Notice for the Shareholder's Meeting (HTC)
  - 9) Advance Question form

**NOTICE IS HEREBY GIVEN** that, by virtue of the resolution of the Board of Directors of HaadThip Public Company Limited ("the Company"), the Extraordinary General Shareholder Meeting No.1/2022 shall take place on Tuesday 26<sup>th</sup> July 2022 at 14:30 hours by Electronic Means to consider and approve the following agenda:

**Agenda No. 1**    **To adopt the Minutes of the Annual General Shareholder Meeting for the year 2022.**

**Supporting Information:** The Annual General Shareholder Meeting for the year 2022 was held on Tuesday 26<sup>th</sup> April 2022. The copy of the said minutes has been sent to the shareholders together with the notice of this meeting as per Attachment 3.

**Opinion of the Board:** The Board has recommended that the minutes of the Annual General Shareholder Meeting for the year 2022 was held on Tuesday 26<sup>th</sup> April 2022, are to be adopted because they were accurately recorded as shown 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. 2** To acknowledge the report from the Board of Directors in regards to company's investment plan and business plan

**Objectives and reasons:** The Company purposes to report investment plan and business plan of the Company to shareholders to acknowledge means of the Company's business operation in accordance with current situation.

**Opinion of the Board:** The Board has deemed appropriate to propose company's investment plan and business plan to present to the Extraordinary 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 increase of the directors of the Company and the appointment of 2 new directors.

**Supporting information:** To increase potential and effectiveness in the company's operations supervisory and management, the Nomination and Remuneration Committee agreed to propose the board of directors of the Company to consider and approve the increase of the directors of the Company from 12 directors to 14 directors and the appointment of 2 new directors. The new directors are as follows:

1. Mr. Swin Chatsuwana to be independent director and audit committee member
2. Mr. Pakorn Sukhum to be director

The Nomination and Remuneration Committee (without the interested directors) has extensively discussed, thoroughly considered and agreed that 2 new directors are knowledgeable, competent, skillful, having acceptable experience and ready to devote time for director role. Their qualifications are suitable. They are believed to perform director duty effectively and provide useful opinions and advices to the Board and the company throughout. Preliminary background of nominated directors had been distributed to the shareholders with the Letter of Invitation, as per the Attachment 4.

The aforementioned 2 new 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. They do not have forbidden qualifications according to Public Company Limited Act B.E. 2535 (1992) (including those that have been amended), Securities and Exchange Act B.E. 2535 (1992) (including those that have been amended), the Notification of the Board of Governors of the Stock Exchange of Thailand and the Notifications of the Capital Market Supervisory Board.

Mr. Swin Chatsuwana's qualification is suitable for independent director and audit committee member. He is capable of providing opinions independently in accordance with the related

procedures. His qualification is suitable for independence director according to the Notification of Capital Market Supervisory Board 2551 (2008). He is capable of performing audit committee duty according to the Notification of the Board of Governors of the Stock Exchange 2551 (2008), qualification and scope of work of the Audit Committee.

**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 Shareholders' Meeting Company to consider and approve the increase of the directors of the Company from 12 directors to 14 directors and the appointment of 2 new directors. Mr. Swin Chatsuwon is to be independent director and audit committee member. Mr. Pakorn Sukhum is to be director.

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

**Agenda No. 4 Other matters, (if any)**

**Information for Shareholders**

- 1) The Record Date for specifying the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2022 by Electronic Means shall be on Friday 10<sup>th</sup> June 2022.
- 2) The Extraordinary General Meeting of Shareholders No.1/2022 will be conducted by Electronic Means, as well as the registration and voting. The Company shall also invite a representative from a law firm 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 Electronic Means.
  - For shareholders who would like to attend the Meeting through the Electronic Means by yourself: Please register link <https://app.inventech.co.th/HTC101560R> or scan QR Code in accordance to the details in *Attachment 1: Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means.*
  - For shareholders who would like to attend the Meeting through the Electronic Means by Proxy: Please appoint any person to act as your Proxy by completing either Proxy Form, which can be found in *Attachment 6: (Proxy Form A, Form B, and Form C.)* which has been sent to the shareholders along with this invitation Letter or download from the Company's website at [www.haadthip.com](http://www.haadthip.com) (Proxy Form C is only for foreign investors who have authorized a custodian in Thailand to look after and safeguard their shares). Then, please register through link <https://app.inventech.co.th/HTC101560R> or scan QR Code in accordance to the details in *Attachment 1: Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means.*
  - 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 5* which has been sent to the Shareholders along with this Invitation Letter. The Company must receive the shareholder's power of attorney by **Friday 22<sup>nd</sup> July**

**2022** by post, using the envelope enclosed with this letter and send to Company Secretary department, HaadThip Public Company Limited 36/6 Soi Ramkhamhaeng21(Navasri), Yaek 5 Phlabphla, Wang Thonglang, Bangkok, Thailand 10310

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 Extraordinary General Meeting of the shareholders No.1/2022 and all related documents at the Company's website at [www.haadthip.com](http://www.haadthip.com) under the section "INVESTORS" > "Shareholder" > "Shareholder Meeting" **26<sup>th</sup> June 2022** onwards.