



March 24, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: The Shareholders of Vintcom Technology Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
  2. Annual Report for the year 2022 (Form 56-1 One Report) can be download by scanning the QR Code and Notification of Meeting
  3. Profile of the proposed directors to replace those who will retire by rotation
  4. Profile and Work Experience of the Auditor
  5. Articles of Association of the Company relating to the Shareholders' Meeting
  6. How to proxy, registration documents and evidence required for attending E-AGM
  7. Definition of independent directors and the information of the Company's Directors who represent to be a proxy in the AGM 2023
  8. Proxy Forms

The Board of Directors resolved to convene the 2023 Annual General Meeting of Shareholders on Wednesday, April 26, 2023 at 2.00 p.m. by organizing the meeting through Electronic Media (E-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other laws and relevant regulations, which will be broadcasted from the Company's meeting room, Serm-Mit Tower, Sukhumvit 21 Road, North-Klongtoey Sub-District, Wattana District Bangkok to consider the following agendas:

- Agenda 1.** To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders.
- Purpose and Reason** The 2022 Annual General Meeting of Shareholders that was held on April 27, 2022 and has prepared minutes of such meeting, a copy of which is submitted to the shareholders together with this notice of the meeting and is also publicized on the Company's website at [www.vintcom.co.th](http://www.vintcom.co.th). Details are as presented in the copy of the minutes of the 2022 Annual General Meeting of Shareholders in Enclosure 1.
- Opinion of BOD** The 2022 Annual General Meeting of Shareholders that was held on April 27, 2022 is accurately taken and should propose to the 2022 Annual General Meeting of Shareholders as the Enclosure No.1.
- Voting** This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.



- Agenda 2.** To acknowledge the results of operations of the Company for the year 2022.
- Purpose and Reason The Company's operational result and major event for the year ended December 31, 2022 has been summarized as the Enclosure No. 2 (Form 56-1 One Report) of this invitation to the 2023 Annual General Meeting of Shareholders.
- Opinion of BOD The Shareholders should acknowledge the Company's operational result for the fiscal year ended December 31, 2022.
- Voting - To acknowledge, no voting -
- Agenda 3.** To consider and approve the audited financial statements for the year ended December 31, 2022
- Purpose and Reason In compliance with Section 112 of Public Limited Companies Act B.E. 2535 (including any amendment thereto) ("Public Limited Companies Act"), which prescribed that the Company shall prepare the balance sheet and income statement as of the last day of the accounting cycle to be proposed to the Annual General Meeting of Shareholders for approval; the Company thereof prepared the 2022 financial statements as at December 31, 2022, with details as presented in Enclosure No. 2 (Form 56-1 One Report) which has been audited by certified auditor, monitored by Audit Committee and approved by the Board of Directors.
- Opinion of BOD The Board of Directors approved to propose the shareholders meeting to consider and approve the financial statements for the year ended December 31, 2022 which has been audited by certified auditor, reviewed by Audit Committee and approved by the Board of Directors.
- Voting This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.
- Agenda 4.** To consider and approve the appointment of the directors to replace the directors who will be retired by rotation.
- Purpose and Reason According to Section 71 of Public Limited Companies Act and Article 16 of the Company's regulations, which prescribed that: at every annual general meeting, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, the number nearest to one-third shall retire from office. Directors who had been retired by rotation may be reelected to hold office. Directors who are to retire from office in the first and second years after the registration of the company shall be drawn by lots. In the subsequent years, directors who have been holding office for the longest period of time



shall retire; and with respect to the fact that this 2023 Annual General Meeting of Shareholders was the second meeting of the Company after registration as a public limited company, directors who shall retire by rotation according to the drawing of lots were as follows:

1. Mr. Narong Intanate Chairman of the Board of Directors,  
Member of the Nomination and Remuneration  
Committee
2. Mr. Thanachart Numnonda Independent Director, Audit Committee,  
Member of the Nomination and Remuneration  
Committee,  
Member of the Corporate Governance and  
Sustainability Committee,  
Chairman of the Risk Management Committee
3. Mr. Kriengkrai Boonlert-u-thai Independent Director, Audit Committee,  
Member of the Risk Management Committee  
Member of the Corporate Governance and  
Sustainability Committee

For nominating the directors, the Company allows the shareholders to nominate qualified persons to be elected as the director according to the nomination procedure in advance between November 18, 2022 to January 18, 2023 in accordance with the rules and procedures on the Company's website. Moreover, the Company also posted such invitation in the Stock Exchange of Thailand's electronics channel and it appears that no shareholder has nominated any qualified persons to be elected as the Company's director.

The Nomination and Remuneration Committee has thoroughly considered and selected qualified and suitable individuals to be proposed to hold the position of the Company's directors in accordance with the qualifications, working experiences, skills and expertise, as well as the proportion of the Board members, including the performance of the directors during the past year and considers that the three persons are fully qualified as directors according to the Public Limited Company Act and have no prohibited characteristics to be appointed as directors in accordance with the regulations of the Securities and Exchange Commission ("SEC"). They also have qualifications, working experiences and expertise which shall be beneficial to the Company's business.



operation. Moreover, the Nomination and Remuneration Committee has considered and ensured that the independent director according to the Company's regulation and also has knowledge, competence, experience and proficient in business administration as well as being able to give independent opinions and recommendations for the best interest of the Company and in compliance with the relevant regulations and laws.

**Opinion of BOD**

The Board of Directors excluding the directors who are proposed for re-election, conducted its review of the screened process under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors and propose the shareholders meeting to consider and approve of the appointment of the foregoing persons to reassume the position of directors and other sub-committee for another term of office, concerning the fact that the three aforementioned persons are competent, experienced, and beneficial to the Company's operations, with qualifications and without any disqualifications according to related laws. (the profiles of those three persons had been shown in Enclosure No. 3)

**Voting**

This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

**Agenda 5.**

**To consider and approve the director's remuneration.**

**Purpose and Reason**

According to Section 90 of Public Limited Companies Act and Article 22 of the Company's regulations, which prescribed that directors shall be entitled to receive remuneration from the company in the forms of bonus, meeting allowance, or other forms of remuneration in accordance with the resolution of the meeting of shareholders. The Nomination and Remuneration Committee considered the directors remuneration of year 2023, by reviewing all appropriate factors and comparing them with the average fees paid in the industry and companies with the same size of revenue, responsibilities and current economic situation and after due consideration, it was deemed appropriate to propose to the Meeting for approval of the directors' remuneration for the year 2023 have been proposed at the amount not exceed Baht 3,000,000 as detailed below:

Proposal	Remuneration (Baht)				
	Monthly Remuneration (Exiting Rate)	Monthly Remuneration (Proposed Rate)	Meeting Attendance per Time (Exiting Rate)	Meeting Attendance per Time (Proposed Rate)	
- Chairman	15,000	Remained the same	15,000	Remained the same	
- Chairman of the Audit Committee	20,000		20,000		
- Chairman of the Nomination and Remuneration Committee	-		15,000		
- Chairman of the Risk Management Committee	-		15,000		
- Chairman of the Corporate Governance and Sustainability Committee	-		-		15,000
- Directors	15,000		15,000		Remained the same
- Audit Committee	-		15,000		same
- Nomination and Remuneration Committee	-		15,000		
- Risk Management Committee	-		15,000		
- Corporate Governance and Sustainability Committee	-		-		15,000
The Annual bonus	Base on the company's operating result				
Non-financial remuneration	-None-				

**Opinion of BOD**

The Board of Directors has considered based on the scope of responsibilities, it was therefore deemed appropriate to propose the shareholders meeting to consider and approve the director's remuneration for the year 2023 in accordance with the details as proposed in all matters.

**Voting**

This agenda will be approved with the voting not less than two-third of shareholders who present at the meeting.

**Agenda 6.**

To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2023.

**Purpose and Reason**

According to Section 120 of Public Limited Companies Act, which prescribed that the annual general meeting of shareholders shall appoint an auditor and determine the auditing fees of the company every year, and in appointing the auditor, the former auditor may be reappointed; it was therefore deemed appropriate to propose to the Meeting for



approval of the appointment of the Company's auditors from KPMG Phoomchai Audit Company Limited, as follows:

1. Miss Vilaivan Pholprasert Auditor Registration No. 8420 and/or
2. Miss Marisa Tharathornbunpakul Auditor Registration No. 5752 and/or
3. Mr. Bundit Tangpakorn Auditor Registration No. 8509

And to propose to the Meeting for approval of the auditing fees of the Company for the accounting period ending December 31, 2023, as follows:

Annual auditor's fee for the year ended December 31, 2023	2,091,000 Baht
Quarterly auditor's fee (Ended March 31, 2023, June 30, 2023, and September 30, 2023)	600,000 Baht
Total Auditing Fees	2,691,000 Baht

Comparative information on the payment of Auditor's remuneration in the previous year can be shown in the following table.

Details	2021	2022	2023 (Proposed year)	2022/2023 Increase (Decrease)
Audit fees	2,530,000	2,610,000	2,691,000	81,000
Non-audit fee	none	none	none	none

The profiles of the auditors are appearing in Enclosure 4. The nominated auditors, as stated above, have no relationship with, or any interest in the Company, the Company's subsidiaries, the executives, the major shareholders, or any related person of the aforesaid persons. Therefore, they are able to audit and comment on the financial statement of the Company independently. Miss Vilaivan Pholprasert was appointed as the Company's auditor for 2 fiscal year (2021-2022).

In the case that the above auditors are unable to perform the duty, KPMG Phoomchai Audit Ltd. May provide an alternative auditor from KPMG Phoomchai Audit Ltd. to perform the duty.

The audit committee has considered to appoint auditor from KPMG Phoomchai Audit Company Limited as Company's auditors for the year 2023 and the audit fee for the year 2023 is appropriated for the scope of the audit.



KPMG Phoomchai Audit Company Limited also nominated to be the auditor(s) for the Company's subsidiaries for the fiscal year 2023 except for certain foreign subsidiaries who, due to legal restriction and/or the amount of transactions involves and/or the audit fee, are not able to do so. However, the Board of Directors ensures that the consolidated financial statement will be prepared and submitted duly and completely.

**Opinion of BOD**

The Board of Directors approved to propose the shareholders meeting to consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2023 in accordance with the details as proposed in all matters.

**Voting**

This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

**Agenda 7.**

To consider and approve the dividend payment for 2022 and the appropriation of profits as legal reserve.

**Purpose and Reason**

According to the Company's dividend policy, the payment of dividend to shareholders shall not be less than 50 percent of the Company's net profit after deducting income taxes and all types of legal reserves based on the Company's financial statements; and pursuant to Section 116 of Public Limited Companies Act and Article 45 of the Company's regulations (in summary), the company shall allocate no less than 5 percent of its annual net profit less the accumulated deficit brought forward (if any) to a reserve fund until such fund attains an amount of no less than 10 percent of the registered capital.

As of December 31, 2022, the Company had the net profit from the separated financial statements of 112 Baht, however, the Company's reserve fund has already reached 10 percent of its authorized capital; it needs not to allocate such statutory reserve fund in this General Meeting of Shareholders.

The following table shows the dividend comparison with the previous year.

Detail	2019	2020	2021	2022 (Proposed year)
Net profit (Baht)	66,778,204	89,722,094	126,540,440	111,909,185
Number of shares (shares)	300,000,000	300,000,000	307,005,200	307,005,200
Dividend payment (Baht per share)	0.16	0.20	0.27	0.30
Total dividends payment (Baht)	48,000,000	60,000,000	82,884,064	92,092,128
Dividend payment ratio (Percent)	71.88	66.87	65.50	82.29



#### Opinion of BOD

The Board of Directors proposed to the Meeting for approval of 2022 dividend payment from the 2022 net profit at the rate of Baht 0.30 per share, or equivalent to Baht 92,092,128. The ratio of dividend per net profit of the separated financial statements shall be equal to 82.29 percent which is consistent with the Company's policy on dividend allocation, the Board of Directors Meeting of the Company No. 3/2022 held on August 8, 2022 approved the interim dividend payment from the operating results for the six-month period ended June 30, 2022 at the rate of Baht 0.12 per share on 5 September 2022, the final dividend to be paid is Baht 0.18 per share, totaling Baht 55,260,936. The record date for the shareholders for rights to receive dividend is March 13, 2023, and the dividend payment date is on May 12, 2023.

In this regard, the rights to receive the dividend and the legal reserve is subject to the approval for 2023 Annual General Meeting of Shareholders.

#### Voting

This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

#### **Agenda 8. Other matters (if any)**

The Record Date on which the Company relied to determine the names of shareholders who have the right to attend the 2023 Annual General Meeting of Shareholders was on March 13, 2023 and the Company invited shareholders to propose matters, which they deem necessary, to be included as an agenda of the 2023 Annual General Meeting of Shareholders during a period of November 18, 2022 to January 18, 2023 in accordance with the rules and procedures on the Company's website. Moreover, the Company also posted such invitation in the Stock Exchange of Thailand's electronics channel. However, the Company did not receive any proposals in accordance with the Company's regulation from shareholders.

The registration and vote counting at the 2023 Annual General Meeting of Shareholders shall be made through the electronic means with "IR Plus AGM" application, please download application "IR Plus AGM" from App Store or Google Play Store and prepare the Notification of Meeting (Enclosure 2) and the registration documents (Enclosure 6) for submitting the registration documents through "IR Plus AGM" application between April 10, 2023 to April 26, 2023. The registration documents will be reviewed to verify the identification of the shareholders. The shareholders will obtain the notification from the "IR Plus AGM" application and PIN code will be able to be created by the shareholder for logging into the E-AGM meeting. The shareholders will be able to log in the electronic meeting system on the date of the Meeting from 1.00 p.m. onwards.





For convenience, the shareholders who wish to attend the meeting to consider authorizing the Company's independent directors (profiles of the independent directors are set out in Enclosure 7) to vote on shareholders' behalf according to the Proxy Form B (Enclosure 8), in which shareholders can specify his/her voting request for all agendas in advance. In such case, the advance registration for the 2023 Annual General Meeting of Shareholders is required. The shareholders shall complete and submit the registration documents (Enclosure 6) to the Company by 5.30 p.m. on April 24, 2023 at:

Vintcom Technology Public Company Limited  
Company Secretary Department  
159/21 Serm-Mit Tower, Unit 1401, 14th Floor, Sukhumvit 21 Road,  
North-Klongtoey Sub-District, Wattana District Bangkok 10110

Any questions or comments concerning of the Meeting may be sent to the Company in advance of the Meeting via e-mail: [q\\_a@vintcom.co.th](mailto:q_a@vintcom.co.th) and the shareholders may download the Invitation to the 2023 Annual General Meeting of Shareholders including the relevant meeting documents, proxy forms and registration guide for the E-AGM meeting as specified in Enclosure 6 and the Company's website <https://www.vintcom.co.th/agm2566>

The Company is pleased to invite the shareholders to attend the meeting at the above-mentioned time and date.

Your Sincerely

- Signature-

(Mrs. Songsri Srirungroungjit)  
Managing Director