



(Translation)

March 29, 2019

Subject: Invitation to Annual General Meeting of Shareholders for the year 2019

To: The Shareholders of Vintcom Technology Public Company Limited.

- Enclosures:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018
 2. Annual Report for the year 2018 can be download by scanning the QR Code and Registration Form
(to be submitted on the Meeting day)
 3. Profile of the proposed directors to replace those who will retire by rotation
 4. Articles of Association of the Company relating to the Shareholders' Meeting
 5. How to proxy, registration and evidence for attendance
 6. Information of the Company's Directors who represent to be a proxy in the AGM 2019
 7. Proxy Form
 8. Map of the meeting location

The Board of Directors resolved to convene the Annual General Meeting of Shareholders of 2019 on 26 April 2019 at 2.00 p.m., at the room Rembrandt 3, 2nd floor, Rembrandt Hotel Bangkok, 19 Sukhumvit Soi 18, Sukhumvit Road, Klong-Toei, Klong-Toei, Bangkok 10110 to consider the following agendas.

- Agenda 1.** To consider and adopt the Minutes of Extraordinary General Meeting of Shareholders No.1/2018
- Fact and rationale** The Extraordinary General Meeting of Shareholders No.1/2018 that was held on October 12, 2018 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. Details are as presented in the copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2018 in Enclosure 1
- Opinion of BOD** The Extraordinary General Meeting of Shareholders No.1/2018 that was held on October 12, 2018 is accurately taken and should propose to the Annual General Meeting of Shareholders for the year 2019 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 2018
- Fact and rationale The Company's operational result and major event for the year ended 31 December 2018 has been summarized as the Enclosure No. 2 of this invitation to the Annual General Meeting of Shareholders for the year 2019
- Opinion of BOD The Shareholders should acknowledge the Company's operational result for the fiscal year ended 31 December 2018
- Voting - To acknowledge, no voting -
- Agenda 3.** To consider and approve the audited financial statements for the year ended 31 December 2018
- Fact and rationale 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 2018 financial statements as at December 31, 2018, with details as presented in Enclosure No. 2 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, 2018 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
- Fact and rationale 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 2019 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. Sopon Punyaratabandhu Director
2. Mr. Punn Kasemsup Independent Director
3. Mr. Kriengkrai Boonlert-u-thai Independent Director and Audit Committee Member

The Company allows the shareholders to nominate qualified persons to be elected as the director according to the nomination procedure in advance between November 21, 2018 to January 21, 2019 in according to 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.

Opinion of BOD

The Board of Directors approved to propose the shareholders meeting to consider and approve of the appointment of the foregoing persons to reassume the position of directors for a second 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

Fact and rationale

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; and after due consideration, it



was deemed appropriate to propose to the Meeting for approval of the directors' remuneration for the year 2019 as detailed below:

Proposal	Existing Rate	Proposed Rate
<u>Board of Director's Monthly Remuneration</u>		
- Chairman	15,000	Remained the same
- Chairman of the Audit Committee	15,000	20,000
- Directors	15,000	Remained the same
<u>Meeting Allowance</u>		
- Chairman	15,000	Remained the same
- Chairman of the Audit Committee	15,000	20,000
- Directors	15,000	Remained the same

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 2019 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 and vote at the meeting.

Agenda 6.

To consider and approve the appointment of auditor and determination of auditor's remuneration for the year 2019

Fact and rationale

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:

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|-----------------------------------|-------------------------------|--------|
| 1. Miss Marisa Tharathornbunpakul | Auditor Registration No. 5752 | And/Or |
| 2. Mr. Bundit Tangpakorn | Auditor Registration No. 8509 | And/Or |
| 3. Miss Orawan Sirirattanawong | Auditor Registration No. 3757 | |



And to propose to the Meeting for approval of the auditing fees of the Company for the accounting period ending December 31, 2019, as follows:

Annual auditor's fee for the year ended December 31, 2019	1,850,000	Baht
Quarterly auditor's fee (Ended March 31, 2019, June 30, 2019, and September 30, 2019)	600,000	Baht
Total Auditing Fees	2,450,000	Baht

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 2019 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 and the appropriation of profits as the statutory reserve

Fact and rationale 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, 2018, the Company had the net profit from the separated financial statements of 58,539,043 Baht, however, the Company's reserve fund has already reached 10% of its authorized capital; it needs not to allocate such statutory reserve fund in this General Meeting of Shareholders.

Opinion of BOD The Board of Directors proposed to the Meeting for approval of 2018 dividend payment from the 2018 net profit at the rate of Baht 0.12 per share, or equivalent to Baht 36,000,000. The ratio of dividend per net profit of the separated financial statements shall be equal to 61.50%



which is consistent with the Company's policy on dividend allocation, fix a record date for the rights to receive the dividend payment on March 14, 2019, and set the dividend payment date on May 13, 2019

In this regard, the rights to receive the dividend and the legal reserve is subject to the approval for Annual General Meeting of Shareholders of 2019

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 Company is pleased to invite the shareholders to attend the meeting at the above-mentioned time and venue. Should you be unavailable to participate in the meeting yourself, please appoint your proxy to do so. You may use any one of the proxy forms as appear in the Enclosure No. 7

The Company invited shareholders to propose matters, which they deem necessary, to be included as an agenda of the 2019 Annual General Meeting of Shareholders during a period of November 21, 2018 - January 21, 2019 in accordance to 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.

Kindly attend the meeting on the date, at the time and venue stated above. In order to facilitate the registration process for attending the Shareholder's Meeting, it is kindly recommended that all Shareholders or proxy holders bring proxy forms (Enclosure No. 7), evidence for attendance (Enclosure No. 5) and registration form (Enclosure No. 2) in order to present to registration staff on the meeting date from 13.00 hrs onwards

Your Sincerely

- Signature-

(Mrs. Songsri Srirungroungjit)

Managing Director