



(Translation)

June 19, 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

To: The Shareholders of Vintcom Technology Public Company Limited.

- Enclosures:
1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders
  2. Annual Report for the year 2019 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. Definition of independent directors and the information of the Company's Directors who represent to be a proxy in the AGM 2020
  7. Proxy Form
  8. Guidelines for Attendants in 2020 Annual General Meeting of Shareholders to prevent the outbreak of coronavirus (COVID-19)
  9. Map of the meeting location

The Board of Directors resolved to convene the 2020 Annual General Meeting of Shareholders on Friday, July 24, 2020 at 2.00 p.m., at the Grand Ball Room, 3rd Floor, The Okura Prestige Bangkok Hotel, Wireless Road, Lumpini, Pathumwan, Bangkok to consider the following agendas

- Agenda 1.** To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders
- Purpose and Reason** The 2019 Annual General Meeting of Shareholders that was held on April 26, 2019 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 2019 Annual General Meeting of Shareholders in Enclosure 1
- Opinion of BOD** The 2019 Annual General Meeting of Shareholders that was held on April 26, 2019 is accurately taken and should propose to the 2020 Annual General Meeting of Shareholders as the Enclosure No.1

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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 2019

Purpose and Reason The Company's operational result and major event for the year ended December 31, 2019 has been summarized as the Enclosure No. 2 of this invitation to the 2020 Annual General Meeting of Shareholders

Opinion of BOD The Shareholders should acknowledge the Company's operational result for the fiscal year ended December 31, 2019

Voting - To acknowledge, no voting -

Agenda 3. To consider and approve the audited financial statements for the year ended December 31, 2019

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 2019 financial statements as at December 31, 2019, 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, 2019 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 2020 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. Mrs. Songsri Srirungroungjit     Director, Managing Director, Executive Director,  
Member of the Risk Management Committee
2. Mr. Sanpat Sophon             Director, Independent Director,  
Chairman of the Audit Committee
3. Mr. Thanachart Numnonda     Director, Independent Director Audit Committee,  
Chairman of the Risk Management Committee ,  
Member of the Nomination and Remuneration 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, 2019 to January 18, 2020 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.

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.

The Nomination and Remuneration Committee 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 2020, 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 2020 have been proposed at the amount not exceed Baht 3,000,000 as detailed below:

- The Board of Director are entitled to receive remuneration remained the same to the previous year is 15,000 Baht/month and the Chairman of the Audit Committee will receive an additional 5,000 Baht/month.



- The Board of Director and the Sub-Committee are entitled to receive the meeting allowance according to the number of meetings attended remained the same to the previous year, at an equal rate of 15,000 Baht/time, except the Chairman of the Audit Committee will receive an additional 5,000 Baht/time.
- The Annual bonus base on the company's operating result.

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 2020 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 2020

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 Marisa Tharathornbunpakul | AuditorRegistration 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, 2020, as follows:

Annual auditor's fee for the year ended December 31, 2020	1,930,000	Baht
Quarterly auditor's fee (Ended March 31, 2020, June 30, 2020, and September 30, 2020)	600,000	Baht
Total Auditing Fees	2,530,000	Baht



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

Details	2019	2020 (proposed year)	Increase (Decrease)
Audit fees	2,450,000	2,530,000	80,000
Non-audit fee	-	-	-

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 Marisa Tharathornbunpakul was appointed as the Company's auditor for 4 fiscal years (2016-2019).

KPMG Phoomchai Audit Company Limited also nominated to be the auditor(s) for the Company's subsidiaries for the fiscal year 2020 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 2020 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 acknowledge the interim dividend payment and the appropriation of profits as the statutory 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, 2019, the Company had the net profit from the separated financial statements of 66,778,204 Baht, the Board of Directors Meeting of the Company No. 2/2020 held on March 31, 2020 approved the interim dividend payment from the Company's profit as of December 31, 2019 which was paid on April 20, 2020, at the rate of Baht 0.16 per share, or equivalent to Baht 48,000,000. The interim dividend payout ratio is 71.88% of net profit per the separated financial statements. The total dividend payment derived from the Company's profit in 2019. Therefore, the Board of Directors will not propose any further annual dividend payment for 2019

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.

The following table shows the dividend comparison with last year.

Detail	2019	2018
Net profit (Baht)	66,778,204	58,539,043
Number of shares (shares)	300,000,000	300,000,000
Dividend payment (Baht per share)	0.16	0.12
Total dividends payment (Baht)	48,000,000	36,000,000
Dividend payment ratio (Percent)	71.88	61.50

Opinion of BOD

The Board of Directors proposed to the Meeting for acknowledge the interim dividend payment and the appropriation of profits as the statutory reserve in accordance with the details as proposed in all matters.

Voting

- To acknowledge, no voting -

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.

The Company invited shareholders to propose matters, which they deem necessary, to be included as an agenda of the 2020 Annual General Meeting of Shareholders during a period of November 18, 2019 to January 18, 2020 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.

The Company is deeply concerned about the safety of the meeting attendees and its staff and has closely monitoring the 2019 novel coronavirus (COVID-19) situation. The Company is determined to organize the meeting in a way that ensures maximum safety and comply with all relevant guidelines and recommendations issued by government agencies and related organizations on hosting of meetings, seminars and other activities involving the gathering of a large number of people. The Company will distantly arrange the venue of the annual general meeting of shareholders in all areas.

For safety and hygiene of all meeting participants and staffs, please strictly follow the Guidelines for Attendants in 2020 Annual General Meeting of Shareholders to prevent the outbreak of coronavirus (COVID-19) (Enclosure No. 8), the Company would like to request the kind cooperation from the shareholders who wish to attend the meeting to consider authorizing the Company's independent directors to vote on shareholders' behalf according to the Proxy Form B (Enclosure No. 7), in which shareholders can specify his/her voting request for all agendas in advance. In case there are shareholders who wish to attend the Meeting in person or proxies to facilitate the registration process for attending the Shareholder's Meeting, it is kindly recommended that all Shareholders or proxies bring evidence for attendance (Enclosure No. 5) and registration form (Enclosure No. 2) in order to present to registration staff on the meeting date. The commencement for registration to attend the meeting will be from 12:30 hours

Your Sincerely

- Signature-

(Mrs. Songsri Srirungroungjit)  
Managing Director