

Ref. AVT-LC-2023.002

31 March 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders

Attention: Shareholders of AGC Vinythai Public Company Limited

Attachments:

1. Proxy Form A, B and C
2. Copy of Minutes of the Extraordinary General Meeting of Shareholders of AGC Vinythai Public Company Limited No.1/2022 held on 15 December 2022
3. The 2022 Annual Disclosure of Information (Form 56-1)/Annual Report (One Report) and 2022 Financial Statements (*please download from QR Code in the Registration Form*)
4. Preliminary Information on the persons nominated to be Directors in replacement of those to be retired by rotation
5. Profile of the Director designated by AGC Vinythai Public Company Limited to act as Proxy for Shareholders
6. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
7. Documents required prior to attend the Meeting
8. Practices for the 2023 Annual General Meeting of Shareholders
9. Guidelines for attending the Electronic Meeting by Inventech Connect
10. Registration Form for attending the 2023 Annual General Meeting of Shareholders via Electronic Means (E-Meeting)
11. Advance Question Submission Form for the 2023 Annual General Meeting of Shareholders

Notice is hereby given by the Board of Directors of AGC Vinythai Public Company Limited (the "Company") that the 2023 Annual General Meeting of Shareholders (the "**Meeting**") will be held **on Wednesday, 26 April 2023 at 14.00 hours, via electronic media only, which the Company will broadcast live from the Victor Club, 7th Floor, Mitrtown Office Tower No. 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok, 10330.** The agendas are as follows:

Agenda 1: To adopt Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 held on 15 December 2022

Preamble: The Extraordinary General Meeting of Shareholders No.1/2022 was held on 15 December 2022 and the Minutes of such meeting was prepared within 14 days as required by laws, and has been posted on the Company's website (www.agcvinythai.com).

Opinion of the Board of Directors:

The Board has recommended shareholders to adopt the abovementioned Minutes, a copy of which is attached as per Attachment No. 2.

Vote required:

Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda 2: To consider the report on the Company's Operating result for the fiscal year 2022

Preamble: The summary of the Company's performance and major changes during the Year of 2022 are presented in Annual Disclosure of Information (Form 56-1)/Annual Report (One Report).

Opinion of the Board of Directors:

The Board has recommended shareholders to acknowledge the report on the Company's operating results for the fiscal year 2022.

Vote required:

This agenda is for shareholders' acknowledgement. Therefore, the voting is not required.

Agenda 3: To approve the Financial Statements of the Company for the fiscal year ended 31 December 2022

Preamble: In compliance with the Public Limited Companies Act B.E.2535, the Company prepared the financial statements at the end of the fiscal year of the Company, which were audited and certified by the auditor of the Company and are presented for shareholders' approval.

Opinion of the Board of Directors:

The Board has recommended shareholders to approve the financial statements for the year ended 31 December 2022. The financial statements were audited with the external auditor.

Vote required:

Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda 4: To consider and approve the appropriation of profit from the 2022 operating results in the form of Legal Reserve and Dividend Payment

Preamble: According to the Company's performance and overall financial status, the Company and its subsidiaries recorded net profit for the year 2022 of 7,701 MTHB while the Company's Legal Reserve has already reached 10% of the registered capital. The Company is proposing to pay dividend to the shareholders at the rate of 1.64 THB per share for 2,358,996,857 shares outstanding, equal to approximately 3,868,754,85 THB will be paid from net profit subjected to the rate of 20% corporate income tax which the individual shareholders are entitled to tax credits.

Note: The Company's annual dividend payment policy is to pay minimum of 50% of consolidated financial statements' net profit after tax and allocation to all reserves funds of each fiscal year, such payment of dividend being subject to cash flow, investment plan of the Company together with all other conditions of necessity and suitability in the future.

Opinion of the Board of Directors:

The Board has recommended shareholders to approve the distribution of dividend for the year 2022 at 1.64 THB per share for 2,358,996,857 shares outstanding, total amount to be paid out equal to approximately 3,868,754,85 THB, to be in line with the Company's annual dividend payment policy.

The above dividend distribution shall be payable to the shareholders entitled to receive the dividend in accordance with the Company's Articles of Association and who were

listed on the record date on 7 April 2023 for the right to receive the dividend. The dividend payment will be made on 23 May 2023. The receipt of such dividend shall be within 10 years.

Details of Dividend Payment	Year 2023
Ordinary Share Dividends (THB)	3,868,754,845
Number of Shares	2,358,996,857
Dividends (THB : Share)	1.64
Dividend Payout Ratio/Net Profit (%)	50

Vote required:

Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda 5: To consider and approve the election of directors in replacement of those to be retired by rotation, and to amend the authority of directors to sign to bind the Company (in case there is a change in directorship)

Preamble: In compliance with the Public Limited Companies Act, B.E. 2535 (1992) and the Company's Articles of Association, one-third of the Board members must retire from the office by rotation at the Annual General Meeting of Shareholders. In 2023, three Directors to be retired by rotation in this meeting are as follows:

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| 1. Mr. Yoshihisa Horibe ⁽¹⁾ | Director, Chairman of the Board of Directors |
| 2. Mr. Kazuaki Koga ⁽²⁾ | Director, Managing Director, and Member of Business Advisory Committee |
| 3. Mr. Toasaporn Boonyapipat | Director and Vice Chairman of the Board of Directors |

Note: Position in Competitive/related business of the Company

⁽¹⁾ Member of the Board – AGC Chemicals Southeast Asia Co., Ltd.

⁽²⁾ Executive Fellow – AGC Inc., Japan

The Company would like to inform that, during 2023, no shareholder is allowed to propose the new directors in replacement of those to be retired by rotation.

Opinion of the Board of Directors:

The Board has recommended shareholders to re-elect each nominated director namely; Mr. Yoshihisa Horibe, Mr. Kazuaki Koga, and Mr. Toasaporn Boonyapipat, to hold the positions for another term as their qualifications, knowledge, competency, expertise and experiences should be beneficial to the Company's operations. Due to no change in directorship, there will be no amendment to the authority of directors for signing to bind the Company.

Vote required:

Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda 6: To consider and approve the directors' fees for the year 2023

Preamble: Requesting the shareholders' meeting to approve the directors' fees which are fixed as appropriated with the industry and the Company's performance.

Opinion of the Board of Directors:

The Board has recommended shareholders to pay monthly remuneration for the year 2023, as follows:

Title	Year 2023 (THB)
Chairman of the Board of Directors	30,000
Vice Chairman	30,000
Chairman of the Business Advisory Committee	30,000
Member of the Business Advisory Committee	30,000
Other Director	30,000
Company Secretary	10,000

Any board member who serves in various positions on the Board, shall receive payment only from the position with the highest remuneration. Furthermore, the Company has not provided other benefits to the Board of Directors.

Vote required:

Not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting

Agenda 7: To consider and appoint the Company's auditor(s) and fix their remuneration for the year 2023

Preamble: Since *KPMG Phoomchai Audit Ltd.*, based on the firm's acceptable auditing quality, professional expertise, business understanding, including good performance standard. In addition, when comparing with the quantity of work and the audit fee, considered that the proposed audit fees are reasonable.

Opinion of the Board of Directors:

The Board has recommended shareholders to appoint the Company's auditors and the annual audit fee for the fiscal year 2023 as follows:

1. Miss Sirinuch Vimolsathit	CPA License No. 8413, or
2. Miss Sureerat Thongarunsang	CPA License No. 10604, or
3. Mr. Waiyawat Kosamarnchaiyakij	CPA License No. 6333

To approve the 2023 annual audit fee for the Company not exceeding 2,830,000 THB. The above audit fee excluded non-audit fee and out of pocket expenses. The audit fee is subject to change pursuant to actual workload.

Vote required:

Majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda 8: Other business (if any)

The share register book of the Company will be closed on 7 April 2023 in order to determine those shareholders who are eligible to attend and vote at the meeting until the 2023 Annual General Meeting of Shareholders is adjourned.

We hereby invite all shareholders to attend the 2023 Annual General Meeting of Shareholders to be held **on Wednesday, April 26, 2023 at 14.00 hours, via electronic media only**, which the Company will broadcast live from the Victor Club, 7th Floor, Mitrtown Office Tower No. 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok, 10330.

Shareholders who would like to join the Meeting are required to submit the meeting attendance request form (e-Request) in advance. Then, the username and password for the meeting registration (e-Registration) and live broadcast and voting (e-Voting) will thereafter be sent to you.

In order to facilitate the shareholders, the e-Request system will be opened from 11 April 2023 until 26 April 2023. In this regard, the Company strongly recommends the shareholders to thoroughly study and comprehend the Documents Required for Registration and Appointment of Proxy, the Practices for the 2023 Annual General Meeting of Shareholders, as well as the Guidelines for Attending the Electronic Meeting by Inventech Connect, which are detailed in Attachment No. 7-9.

If a shareholder is unable to attend the Meeting and wishes to appoint a proxy to attend and vote on its behalf, please use the proxy form attached as Attachment No.1. In addition, the Company strongly recommends the shareholders to appoint the director designated by the Company which is detailed in Attachment No.5 as their proxy instead of in-person participation.

In this regard, for your convenience, shareholders or proxies are encouraged to submit questions in advance to the Company via the provided channels (please use the Advance Question Submission Form for the 2023 Annual General Meeting of Shareholders provided herewith as Attachment No.11) The Company will gather all the submitted questions and will address only those significantly and directly related to the agenda items in the Meeting. The remaining questions and suggestions which are not answered in the Meeting will be summarized and attached to the Minutes of the 2023 Annual General Meeting of Shareholders, which will be disclosed and published on the Company's website within 14 days from the date of the Meeting.

The Company truly appreciates your understanding and looks forward to your continued cooperation.

Yours sincerely,,



(Mr. Kazuaki Koga)
Managing Director

Remarks:

- 1) The Company has posted this Notice of the 2023 Annual General Meeting of Shareholders, including all attachments and proxy forms on the Company's website (www.agcvinythai.com). In case there is any change of information relating to the Notice, the Company will post on the Company's website.
- 2) For inquiries regarding the detail of each agenda item or other key information of the Company, please submit your questions to the following channels:

- By e-mail: avt.companysecretary@agc.com
- By post:
Legal and Compliance Division - Company Secretary
Corporate Planning Function
AGC Vinythai Public Company Limited, No. 944 Mitrtown Office Tower, 14th Floor,
Rama 4 Road, Wangmai Sub-District, Pathumwan District, Bangkok 10330
- By phone: 02-030-6800



The Company hereby provides Attachment no. 1. together with this Notice. In order to minimize environmental impact and use of paper, the Attachments nos. 2. - 11. are provided in electronic form as attached in this QR code