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(Translation)

ERW059/GCG010/2020

June 29, 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders

The Board of Directors' Meeting of The Erawan Group Public Company Limited ("ERW") no.5/2020 which was held on Thursday, June 18, 2020 has resolved to convene the 2020 Annual General Meeting of Shareholders (2020 AGM) on Wednesday, July 29, 2020 at 15.00 hours at Sukhumvit Grand Ballroom, JW Marriott Bangkok, 4 Sukhumvit Road, Sukhumvit Soi 2, Kwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 Thailand, to consider the agendas as follows:

**Agenda 1: To acknowledge the 2019 AGM minutes**

The minutes of the 2019 AGM held on Friday, April 26, 2019 prepared by the Company Secretary and published on the Company's website: [www.TheErawan.com](http://www.TheErawan.com) on Friday, May 10, 2019, within 14 days of the meeting and no opposition for such minutes. The Board of Directors, who considered and concluded that the minutes was correctly recorded and reflected the resolutions of the Shareholders' meeting, propose that the Shareholders' meeting acknowledge the Minutes of the 2019 AGM. The copy of minutes is attached to this notice of the meeting as per the Enclosure No.1

**Board of Directors' Opinion:** The shareholders should acknowledge the Minutes of the 2019 AGM.

**Agenda 2: To acknowledge the Company's operating results for the year 2019**

The Company prepared the financial and non-financial operating result report for the year ended December 31, 2019 which was showed the Company's performance in 2019. The Board of Directors, who has considered the report and concluded that it was accurate and adequate, propose that the Shareholders' Meeting acknowledge the results of Company's operating in 2019 and adopt the Board of Directors' report on the company's performance for the year ended December 31, 2019 as shown in "Financial Information and Corporate Information" and "Management Discussion and Analysis (MD&A)" of the 2019 Annual Report delivered to the shareholders with this notice of the meeting as per the Enclosure No.2

**Board of Directors' Opinion:** The shareholders should acknowledge the Company's operating results for the year 2019 and Management Discussion and Analysis (MD&A).

**Agenda 3: To consider and approve the Audited Financial Statements for the year ended December 31, 2019 including the auditor's report.**

The Financial Statements for the year ended December 31, 2019, which was audited and certified by the auditor of the Company, reviewed by the Audit Committee and endorsed by the Board of Directors, has presented correctly in accordance with Thai Financial Reporting Standards, The Board propose that the Shareholders' Meeting approve the Financial Statements for the year ended December 31, 2019. The details are as shown in the 2019 annual report under the following sections: "Financial Information and Corporate Information", "Report of the Audit Committee to

Shareholder” and “Report of the Board’s Responsibility in the Financial Statements” which was delivered to the shareholders with this notice of the meeting as per the Enclosure No.2. The summary of the Company’s financial status and performance are as follows:

(Unit: million Baht)

Items	Company Only	Consolidated
Total Assets	15,485.9	17,834.3
Total Liabilities	8,380.2	11,893.0
Total Shareholders’ Equity	7,105.7	5,941.3
Total Revenues	3,365.7	6,439.1
Net Profit & (Loss)	361.1	502.8
Net Profit & (Loss) (Attributable to owners of company)	361.1	445.6
Earnings per share (Baht)	0.1437	0.1773

**Board of Directors’ Opinion:** The shareholders should approve the Audited Financial Statements for the year ended December 31, 2019 including the auditor’s report which were certified by the Audit Committee and endorsed by the Board of Directors.

**Agenda 4: To consider and approve the 2019 net profit’s allocation.**

**4.1 To consider and approve the allocation of the company’s net profit as legal reserve**

Section 116 of the Public Companies Act B.E.2535 requires that a public company shall allocate not less than 5 percent of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10 percent of the registered authorized capital. Such legal reserve is not available for dividend distribution. In addition, Clause 54 of the Company’s Articles of Association states that the Company shall allocate not less than five (5) percent of its annual net profit less accumulated losses brought forward (if any) to a reserve fund until the reserve fund amounts to not less than ten (10) percent of the registered capital. According to the Separate Financial Statement, the Company recorded a net profit of Baht 361.1 million for the fiscal year 2019, hence, it is proposed that 5 percent of net profit amounted to Baht 18.057 million be set aside as legal reserve.

**Board of Directors’ Opinion:** The shareholders should approve the allocation of the company’s 2019 net profit as legal reserve in the amount of Baht 18.057 million.

**4.2 To consider and approve no additional dividend payment for 2019 year’s operations and acknowledge the 2019 interim dividend payment.**

This decision is made by the virtue of paragraph 3 of Section 115 of the Public Limited Company Act, which empowers the ERW Board of Directors to pay interim dividends to shareholders, and is in line with the guidelines under the Securities and Exchange Commission’s Letter No.GorLorTor.JorTor.-1(Wor) 9/2563, Re: Arrangement of Annual General Meeting of Shareholders by Listed Companies during the Coronavirus Disease (COVID-19) Epidemic, dated 6 March 2020. The Company paid the interim dividend to shareholder on Friday 24, 2020 at Baht

0.07 per share with amount totaled to Baht 176.23 million from the Company's net profit as the Audited Financial Statements for the year ended December 31, 2019, instead of the annual dividend payment. The paid amount was equal to 39.55 percent of consolidated net profit Baht 445.57 million which is lower than last year paid Baht 0.09 per share and in line with the Company's dividend payment policy. The policy is to pay 40 percent of the Consolidated Net Profit after deductions of all categories of reserves as specified by law. The Board propose that the Shareholders' Meeting approve no additional dividend payment for the 2019 year's operating results.

**Board of Directors' Opinion:** The shareholders should approve no additional dividend payment for the company's operating results for the year's 2019 and acknowledge the 2019 interim dividend payment.

**Agenda 5: To consider and appoint the directors in replacement of those who complete their terms by rotation**

In compliance with the Clause No. 19 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, not less than one-third of the Directors shall retire. If the number of directors is not a multiple of three, the number of directors shall be the closest to one-third. The director who vacates his office may be re-elected. In the 2020 AGM, 4 directors will complete their terms according to the mentioned clause namely:

- |                             |                      |
|-----------------------------|----------------------|
| 1. Dr. Kulpatra Sirodom     | Independent Director |
| 2. Mr. Ekasith Jotikasthira | Independent Director |
| 3. Mrs. Panida Thepkanjana  | Director             |
| 4. Mrs. Arada Vongkusolkrit | Director             |

The Board of Directors has considered the prudent and attentive opinion of the Nominating and Corporate Governance Committee and agreed that 4 directors have competence and experiences proven useful to the Company's operation, they have never been punished by an expulsion or removal from the organizations on the ground of corrupt practices in official duties, or imprisoned for an offence against property committed dishonestly, or undertaken any business of the same nature as and competing with that of the company, whether on his own account or on account of a third person. In addition, by considering an independence of independent director on a special case in the Board of Directors and the Committee's meetings, it was agreed that Mr. Ekasith Jotikasthira has explicitly demonstrated his independence of thought and action, by giving an opinion without being influenced by others in the meeting, during his 14 years of service as the company's director. If he is re-elected and takes the position until complete this term, he will gain an insightful understanding of the company business results to perform as an independent director more effectively.

The company's policy didn't allow the minor shareholder to nominate the candidate for the election of director to the Nominating and Corporate Governance Committee, then the committee has selected the candidates by following the Director's Selection Criteria and Guidelines of the company as shown in "Our Shareholders and Management Structure" of 2019 Annual Report (Enclosure No. 2) and the qualification of the selected candidates were met with the Director's Qualification set forth by the company, that is more intense than the minimum requirements of SEC and SET, as shown in "Information to Appoint Directors" (Enclosure No.3) and "Qualification of Directors" (Enclosure No. 4) which delivered to the shareholders with this notice of the meeting.

Board of Directors' Opinion: The shareholders should approve the reappointment of all four directors to act as the directors for another term. The term of office will be three-year term.

**Agenda 6: To consider and approve the directors' remuneration for the year 2020**

The Nominating and Corporate Governance Committee reviewed the remunerations of the Company's directors and members of the committees on the basis of their responsibilities and statistical data of remunerations paid by the service sector as well as average payments by listed companies enjoying the same level of incomes. The roles and responsibilities of the Board of Directors and the committees has been delivered to the shareholders with this notice of the meeting as per the Enclosure No.5. As such, the Nominating and Corporate Governance Committee recommended the Board that the director's remunerations for 2020 shall remain on the same basis as previous year which is consist of (i) a retainer fee to be paid on a monthly basis and (ii) an attendance fee to be paid on the basis of a number of director's attendance to the meeting which both fees will not exceeding Baht 4,300,000.00 Details are as follows:

<u>Board of Directors, Retainer Fees</u>	<u>2020</u>	<u>2019</u>
1) Retainer Fee		
- Chairman	Baht 45,000.00/month	Baht 45,000.00/month
- 10 Directors each	Baht 30,000.00/month	Baht 30,000.00/month
2) Other remuneration (bonus), for directors in 2019/2018		
	<u>2019</u>	<u>2018</u>
- Chairman	No pay	Baht 540,000.00
- 10 Directors each	No pay	Baht 360,000.00
<u>Remunerations of members of the committees (Only attending directors)</u>		
	<u>2020</u>	<u>2019</u>
1) Audit Committee		
- Chairman	Baht 39,000.00/meeting	Baht 39,000.00/meeting
- 2 Members each	Baht 30,000.00/meeting	Baht 30,000.00/meeting
2) The Strategic and Investment Committee		
- Chairman	Baht 32,500.00/meeting	Baht 32,500.00/meeting
- 5 Members each	Baht 25,000.00/meeting	Baht 25,000.00/meeting
- 1 Executive Director	-0-	-0-
3) The Nominating and Corporate Governance Committee		
- Chairman	Baht 26,000.00/meeting	Baht 26,000.00/meeting
- 2 Members each	Baht 20,000.00/meeting	Baht 20,000.00/meeting
4) The Management Development and Compensation Committee		
- Chairman	Baht 26,000.00/meeting	Baht 26,000.00/meeting
- 2 Members each	Baht 20,000.00/meeting	Baht 20,000.00/meeting

Board of Directors' Opinion: The Shareholders should be considered appropriate to approve the directors' remuneration for the year 2020 of not more than Baht 4,300,000.00 without any other benefits. The mentioned remuneration rate shall remain effective until resolved otherwise by the meeting of shareholders. The proposal is appropriately recommended by The Nominating and Corporate Governance Committee and has been endorsed by the Board of Directors.

**Agenda 7: To consider and appoint the auditors and approve the audit fee for the year 2020.**

The Board of Directors and the Audit Committee considered selecting KPMG Phoomchai Audit Limited ("KPMG") as the Company's auditor caused its satisfactory auditing results and internationally well-recognized reputation. The Board and the Audit Committee propose that the Shareholders' Meeting appoint the following auditors from KPMG to be the Company auditors for the fiscal year ended 2020:

1. Ms. Vilaivan Pholprasert, Certified Public Accountant No.8420, who has certified, the Company's Financial Statement in the fourth year and/or
2. Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795 and/or
3. Mrs. Wilai Buranakittisopon, Certified Public Accountant No.3920

In the event that the above auditors are unable to perform the duty, KPMG may provide a substitute auditor from KPMG to perform the duty.

It is also proposed that the audit fee of the Company of year 2020 totaling Baht 3,247,000.00 (excluding transportation out of Bangkok and relevant miscellaneous expenses) which is the same as the previous year.

KPMG has no non-audit transaction with the Company and the proposed auditors have no relation and/or no conflict of interest to the Company, its subsidiaries, management, Major Shareholders or any persons in related to the aforementioned parties. Therefore, all above auditors are independent to audit and express their opinions for the Financial Statement of the Company.

KPMG has also been considered as the auditor of the Company's subsidiaries for the year 2020 with the audit fee amounted to Baht 2,870,000.00 in Thailand and not over than Baht 2,450,000.00 in overseas. The proposal is appropriately recommended by the Audit Committee and endorsed by the Board of Directors.

Board of Directors' Opinion: The shareholders should approve the appointment of the auditors named above from KPMG as the Company's auditors and the audit fee amounted to Baht 3,247,000.00 (excluding transportation out of Bangkok and relevant miscellaneous expenses) for the year 2020 which is the same as the previous year.

**Agenda 8: To consider and approve the extension of the allotment period of the newly-issued ordinary shares under the General Mandate.**

The Company propose that the Shareholders' meeting approve the extension of the allotment period of the newly issued ordinary shares under the General Mandate in the amount of 250,771,591 shares, the value is 1 Baht per shares by Private Placement whereby the allotment conditions including the authorization of the Board of Director and/or the designated person shall be compliance with the resolution of the Shareholders' meeting 2019. The

Company has not arranged the allotment in 2019 because the Company did not require additional fund during such period.

Board of Directors' Opinion: The Shareholders should considered appropriate to approve the extension of the allotment period of the newly issued ordinary shares under the General Mandate in the amount of 250,771,591 shares, the value is 1 Baht per shares by Private Placement whereby the allotment conditions including the authorization of the Board of Director and/or the designated person shall be compliance with the resolution of the Shareholders' meeting 2019. The Company has not arranged the allotment in 2019 because the Company did not require additional fund during such period.

**Agenda 9: Others (If any)**

This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries (if any). No matters will be proposed for consideration and approval. Therefore, no voting will be made.

Board of Directors' Opinion: Shareholders can raise questions or make comments on the issues which are not discussed in the aforementioned agendas.

With regard to the outbreak of novel coronavirus (COVID19), the Company is concerned over Shareholder's health and safety and would like to request that Shareholders strictly follow the measures and guidelines for attending the meeting under the circumstance of the Coronavirus 2019 (COVID-19) outbreak attached Enclosure no.11. The Company kindly ask for the Shareholders' cooperation to appoint the Company's Independent Directors of those persons appear in the Enclosure No. 8 Information of the Company's Independent Directors who represent to be a proxy in the 2020 AGM by using proxy forms as attached Enclosure No.7 for your convenience, the Company would recommend the Proxy Form B, which provides more definite details of the authorization, to attend the meeting on your behalf and submit relevant questions prior to the meeting.

For shareholders who wish to join the meeting in person, please inform the Company in advance. The Company will arrange the meeting venue with appropriate physical distancing measure which will limit number of available seats in the meeting room to approximately 70 seats. The health screening process will be strictly conducted at the meeting venue that may cause a delay in the screening and registration process for the meeting, the Company hereby apologizes for any such inconvenience that may arise.

Respectfully yours,



(Mr. Chanin Vongkusolkrit)

Chairman of the Board of Directors

The Erawan Group Public Company Limited