



(Translation)

**Notice of the 2019 Annual General Meeting of Shareholders**

**EASY BUY Public Company Limited**

April 4<sup>th</sup>, 2019

- Subject: Invitation to the 2019 Annual General Meeting of Shareholders
- To: Shareholders of EASY BUY Public Company Limited
- Enclosures:
1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders dated 19<sup>th</sup> April 2018,
  2. The Summary of Financial Result 2018,
  3. The Annual Report of the Board of Directors,
  4. The Report of the Audit Committee,
  5. Copy of Financial Statements for the year ended 31<sup>st</sup> December 2018 and Independent Auditor's report,
  6. Preliminary information of directors retiring by rotation being proposed for re-appointment,
  7. The Amendment of EASY BUY's Articles of Association, article 36, and article 22, 27, 38 and 40,
  8. Proxy form,
  9. Details of the independent directors who may be appointed as proxy in the 2019 Annual General Meeting of Shareholders.
  10. Map of the Meeting Venue: The Bangkok Club, Sathorn City Tower Building

Notice is hereby given by the Board of Directors ("the Board") of EASY BUY Public Company Limited ("the Company") that the 2019 Annual General Meeting of Shareholders ("the Meeting") will be held on (Thursday) 25<sup>th</sup> April 2019 at 11.00 a.m. at Lyra Room of the Bangkok Club, 31<sup>st</sup> Floor, 175 Sathorn City Tower Building, South Sathorn Road, Khet Sathorn, Bangkok, Thailand. The agenda are as follows:

**Agenda 1 To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders dated 19<sup>th</sup> April 2018**

**Facts and Rationales:** The Company held the 2018 Annual General Meeting of Shareholders on 19<sup>th</sup> April 2018, and the Minutes of the 2018 Annual General Meeting of Shareholders was recorded and submitted to the Ministry of Commerce within the time-frame prescribed by laws. It was also disclosed on the Company's website. (Enclosure 1)

**Board's opinion:** The Board deems appropriate to propose the Meeting to adopt the Minutes of the 2018 Annual General Meeting of Shareholders dated 19<sup>th</sup> April 2018, which the Board deemed it properly recorded.

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**Voting required:** The resolution for this agenda requires the majority votes of the Shareholders who attend the Meeting and cast their votes.

**Agenda 2**      **To acknowledge the report on the Company's operating results for the year 2018 and the Annual Report of the Board of Directors and the Report of the Audit Committee**

**Facts and Rationales:** The Shareholders should acknowledge the Company's operating results for the year 2018 which could see its details in Summary of Financial Result 2018 and the Annual Report of the Board of Directors and the Report of the Audit Committee. (Enclosure 2, 3 and 4)

**Board's opinion:** The Board recommends the Shareholders to acknowledge the report on the Company's operating results in respect of the year 2018 and the Annual Report of the Board of Directors and the Report of the Audit Committee.

**Voting required:** This agenda does not require voting as it is to inform the Meeting for acknowledgement.

**Agenda 3**      **To consider and approve the audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2018**

**Facts and Rationales:** According to Section 112 of the Public Limited Company Act B.E. 2535, the Company has to prepare the Statements of Financial Position and the Statements of Comprehensive Income at the end of each fiscal year, which have been audited by an external auditor, and submit to the Meeting for approval. (Enclosure 5)

**Board's opinion:** The Board recommended the audited Financial Statements of the Company for the year ended 31<sup>st</sup> December 2018 which have been audited by the auditor, reviewed by the Audit Committee and endorsed by the Board, be presented to the Meeting for approval.

**Voting required:** The resolution for this agenda requires the majority votes of the Shareholders who attend the Meeting and cast their votes.

**Agenda 4**      **To consider and approve the distribution of dividend and appropriation of profits derived from the operating results for the year ended 31<sup>st</sup> December 2018**

**Fact and Rationales:** According to Section 116 of the Public Limited Company Act B.E. 2535 and Clause 51 of the Articles of Association, the Company shall appropriate five (5) percent or more of the annual net profit less retained loss (if any) as a legal reserve, until the legal reserve reaches a minimum of ten (10) percent of the total registered capital.





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For the accounting period ended 31<sup>st</sup> December 2018, the legal reserve of the Company has amounted to ten (10) percent of the registered capital, which was in line with the relevant law.

The Company's net profit was THB 4,752.81 million derived from its operating results without any accumulated deficit. In addition, there is sufficient cash flow to be paid as dividend payment.

As of 31<sup>st</sup> December 2018, the Company had the unappropriated retained earnings of THB 15,735.92 million, which could be distributed partly as dividends to its existing Shareholders. In compliance with the Public Limited Company Act B.E. 2535, the dividend payment is subject to the Shareholders' approval.

**Board's opinion:** The Board recommends proposing to the Meeting to consider and approve the dividend payment as per the following details:

Total dividend	: Cash dividend of THB 1,422.0 million (Dividend pay-out ratio 29.92%)
Cash dividend	: THB 2.37 per share
Withholding tax	: The payment of cash dividends shall be subject to 10% withholding tax based on applicable law.
Closing date of Share register book	: 18 <sup>th</sup> April 2019 at 12.00 o'clock
Dividend Payment date	: 8 <sup>th</sup> May 2019

**Voting required:** The resolution for this agenda requires the majority votes of the Shareholders who attend the Meeting and cast their votes.

#### **Agenda 5 To consider and approve re-appointment of directors retiring by rotation**

**Fact and Rationales:** According to Section 71 of the Public Limited Company Act B.E. 2535 and Clause 18 of the Articles of Association, at every annual general meeting of shareholders, one-thirds (1/3) of the directors, or if the number of directors is not a multiple of three (3), then the number of directors nearest to one-thirds (1/3) must retire from office. Such retiring director is the one with the longest tenure in office, provided, however, that the retiring director may be re-elected.

At the Meeting, there are three (3) directors subject to retirement by rotation as follows:

- |                           |  |
|---------------------------|--|
| (1) Mr. Hitoshi Yokohama  | Chairman of the Board, Chief Executive Officer       |
| (2) Mr. Witit Sujjapong   | Independent Director and Chairman of Audit Committee |
| (3) Mr. Paitoon Taveebhol | Independent Director and Member of Audit Committee   |

As these three (3) directors possess qualification, knowledge, competency, ethics and experience which will be beneficial to the Company's business operation. (Enclosure 6)

For the 2019 Annual General Meeting, the Company invited the Shareholders to nominate qualified persons to be elected as the Company's director in advance.

**Board's opinion:** The Board, except the directors who are considered as having conflict of interest in the re-appointment, agreed to propose the Meeting to consider and approve the re-appointment of the directors who would be retired by rotation for another term.

**Voting required:** The resolution for this agenda requires the majority votes of the Shareholders who attend the Meeting and cast their votes.

#### **Agenda 6 To consider and approve the director's remuneration for the year 2019**

**Fact and Rationales:** According to Clause 34 of the Articles of Association, the directors are entitled to remuneration from the Company in the form of award, meeting fee, reward, bonus or any other benefits in accordance with the Articles of Association or as approved by the Meeting of Shareholders.

The Company would like to propose the director's remuneration to the Meeting as follows;

*Unit: (THB) in Gross amount*

<b>Year 2019 (May 2019 – April 2020)</b>	<b>Director's Remuneration (monthly base)</b>	<b>Bonus (yearly base)</b>
Chairman	45,000	0
Director	35,000	0
Independent Director & Chairman of the Audit Committee	45,000 + (45,000/ meeting <sup>*1)</sup> )	0
Independent Director & Member of the Audit Committee	45,000 + (35,000/ meeting <sup>*1)</sup> )	0

\*1) This remuneration will be paid per attendance of Audit Committee Meeting

The remuneration budget in 2019 is set at not more than THB 2,640,000 for Directors, and THB 2,655,000 for Independent Directors respectively.

**Board's opinion:** The Board deems appropriate to propose the Meeting to consider and approve the proposed directors' remuneration for the year 2019.

**Voting required:** The resolution for this agenda requires the votes of not less than two-thirds (2/3) of the total number of votes of the Shareholders who attend the Meeting and are entitled to vote.



**Agenda 7** **To consider and approve the appointment of auditors and to determine their remuneration for the year 2019**

**Fact and Rationales:** According to Section 120 of the Public Limited Company Act B.E. 2535, the appointment of auditors of the Company and the determination of their remuneration shall be approved at every annual general meeting of shareholders.

**Board's opinion:** The Board recommends to propose the Meeting to appoint Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, by following auditors as the auditor(s) of the Company for the year 2019:

- 1) Mr. Kasiti Ketsuriyong, License No. 8833; and/or
- 2) Mr. Chavala Tienpasertkij, License No. 4301; and/or
- 3) Dr. Suphamit Techamontrikul, License No. 3356; and/or
- 4) Ms. Nisakorn Songmanee, License No. 5035; and/or

and the remuneration of the auditors for the year 2019 be fixed in the amount of THB 2,742,000.00

**Voting required:** The resolution for this agenda requires the majority votes of the shareholders who attend the Meeting and cast their votes.

**Agenda 8** **To consider and approve the Company's plan to issue and offer bonds during May 1<sup>st</sup>, 2019 to April 30<sup>th</sup>, 2020**

**Fact and Rationales:** According to Section 145 of the Public Limited Company Act B.E. 2535, the issuance and offering of bonds shall be approved by the shareholders meeting.

**Board's opinion:** The Board recommends proposing to the Meeting to consider and approve the Company's bond issuance plan during the 1<sup>st</sup> May 2019 to 30<sup>th</sup> April 2020 with the indicative terms and conditions as follows:

Type	: Secured and/or unsecured bonds
Amount	: Up to THB 6 billion or equivalent (in Baht and/or Foreign currency)
Issuing period	: The Bonds can be issued in one or more tranches or series during a period commencing from May 1, 2019 to April 30, 2020
Tenor	: Up to 10 years from the issue date
Placement basis	: Public offering or private placement (to institutional investors and/or high net-worth investors and/or retail investors whether any of these investors are in Thailand and/or Foreign Countries)
Coupon type	: Fixed and/or floating rate

**Voting required:** The resolution for this agenda requires the votes of not less than three quarters (3/4) of the total number of votes of shareholders who attend the Meeting and are entitled to vote.



**Agenda 9**      **To consider and approve the amendment of EASY BUY's Articles of Association (AOA), article 36, and article 22, 27, 38 and 40**

**Fact and Rationales:** According to Section 31 of the Public Limited Company Act B.E. 2535 and Clause 3 of the Articles of Association, the Company may amend its Memorandum of Association and Articles of Association only when a resolution therefor has been passed at the Meeting by not less than three quarters of the total number of votes of shareholders attending the Meeting and having the right to vote.

It is necessary for the Company to amend the Company AOA, Article 36 to be in compliance with the provisions of the revised law according to the order of the National Council for Peace and Order No.21/2560 dated April 4, 2017 in order to amend provisions in certain laws including Section 100 under the Public Company Limited Act B.E.2535.

Furthermore, it deems appropriate for the Company to amend the Company AOA, Article 22, 27, 38 and 40 to additionally include the alternative for the Company to be able to proceed the written notice by electronic mail according to the announcement of the National Council for Peace and Order No.74/2557, announced on 27 June 2014. (Enclosure 7)

**Board's opinion:** The Board deems appropriate to propose the Meeting to consider and approve the amendment of EASY BUY's Articles of Association, article 36, and article 22, 27, 38 and 40

**Voting required:** The resolution for this agenda requires the votes of not less than three quarters (3/4) of the total number of votes of shareholders who attend the Meeting and are entitled to vote.

**Agenda 10**      **To consider any other business (if any).**

**Fact and Rationales:** This agenda is designated so that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

You are therefore invited to attend the Meeting at the date, time and place mentioned above. Any shareholder wishes to appoint a proxy to attend and vote on your behalf, please complete the attached proxy form in Enclosure 8 and return to reach the Company before the Meeting.

Any shareholder who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors namely; Mr. Witit Sujjapong or Mr. Paitoon Taveebhol to attend and vote on his or her behalf. Details of Independent directors can be found in Enclosure 9. The Company requests the shareholders' proxy be received by the Company before the Meeting time.



(Translation)

In the meantime, the Company will close the share register book in order to identify the Shareholders of record entitled to exercise a shareholder's rights, starting from 18<sup>th</sup> April 2019 at 12.00 o'clock until the Meeting is finished.

THIS NOTICE IS ISSUED at the office of the Company in Bangkok, Thailand, on 4<sup>th</sup> April 2019,



Yours sincerely,  
By order of the Board of Directors

(Mr. Hitoshi Yokohama)  
Chairman of the Board of Directors  
EASY BUY Public Company Limited