



(Translation)

Notice of the 2023 Annual General Meeting of Shareholders

EASY BUY Public Company Limited

31st March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of EASY BUY Public Company Limited

Enclosures: Attachment 1 Summary of Financial Result 2022
Attachment 2 Annual Report of the Board of Directors
Attachment 3 Report of the Audit Committee
Attachment 4 Copy of Financial Statements for the year ended 31st December 2022 and report of the independent auditor
Attachment 5 Preliminary information of directors retiring by rotation and being proposed for re-appointment
Attachment 6 Summary revision of Articles of Association of EASY BUY Public Company Limited, in article 22, 26, 27, 35, 37, 39, 40, 47 and 48
Attachment 7 Proxy form
Attachment 8 Information of the independent directors who may be appointed as proxy in the 2023 Annual General Meeting of Shareholders.
Attachment 9 Procedure for registration, proxy, and voting
Attachment 10 Map of the Meeting Venue: RASA TWO

The Notice is hereby given by the Board of Directors ("the Board") of EASY BUY Public Company Limited ("the Company") that the 2023 Annual General Meeting of Shareholders ("the Meeting") will be held on (Thursday) 20th April 2023 at 10.00 a.m. at the Boardroom, 11th floor, Rasa Two, No. 1818, Phetchaburi Road, Makkasan, Ratchathewi, Bangkok, Thailand, with agenda as follows:

Agenda 1 Acknowledgement of the report on the Company's operating results for the year 2022, 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 2022 with details in the summary of Financial Result 2022, the Annual Report of the Board of Directors, and the Report of the Audit Committee (*as per attachment 1, 2 and 3*)

Board of Directors' opinion: The Board deems appropriate to report the Company's operating result for the year 2022, the Annual Report of the Board of Directors, and the Report of the Audit Committee to the Meeting for acknowledgement.

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

Agenda 2 **Consideration and approval of the audited Financial Statements of the Company for the year ended 31st December 2022**

Facts and Rationales: According to section 112 of the Public Limited Company Act B.E. 2535, the Company has to prepare the Statement of Financial Position and the Statement 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. *(as per attachment 4)*

Board of Directors' opinion: The Board deems appropriate to propose the audited Financial Statements of the Company for the year ended 31st December 2022 which have been audited by the auditor, reviewed by the Audit Committee, and endorsed by the Board of Directors to the Meeting for consideration and approval.

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

Agenda 3 **Consideration and approval of the distribution of dividend and appropriation of profits derived from the operating results for the year ended 31st December 2022**

Fact and Rationales: According to section 116 of the Public Limited Company Act B.E. 2535 and article 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.

For the accounting period ended 31st December 2022, 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 4,326.88 million baht derived from its operating results without any accumulated deficit. In addition, there is sufficient cash flow to be paid as dividend payment.

As of 31st December 2022, the Company had the unappropriated retained earnings of 27,686.73 million baht, 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 of Directors' opinion: The Board deems appropriate to propose the distribution of dividend from the operating results of the year 2022 to the Meeting for consideration and approval. Details of which are as follows:



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Total dividend to be paid	: Cash dividend of 1,296 million baht (Dividend pay-out ratio 29.95%)
Cash dividend	: 2.16 baht 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	: 17 th April 2023 at 12.00 o'clock
Dividend Payment date	: 19 th May 2023

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

Agenda 4 **Consideration and approval of the re-appointment of directors retiring by rotation**

Fact and Rationales: According to section 71 of the Public Limited Company Act B.E. 2535 and article 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.

For the 2023 Annual General Meeting of Shareholders, there are three (3) directors subject to retirement by rotation as follows:

- 1) Mr. Chatchai Lertbuntanawong Director and Chief Information Officer
- 2) Mr. Motohide Shimizu Director and Chief Financial Officer
- 3) Mr. Tatsuri Fukui Director

These three (3) directors possess qualification, knowledge, competency, ethics and experience which will be beneficial to the Company's business operation.
(as per attachment 5)

Board of Directors' opinion: The Board (except directors with specific interests) deems appropriate to propose the re-appointment of the directors retiring by rotation to the Meeting for consideration and approval.

Voting required: The resolution for this agenda requires the majority votes of the shareholders who attend the Meeting and cast their votes for each director whether approves, disapproves or abstains the vote.

Agenda 5 Consideration and approval of the director's remuneration for the year 2023

Fact and Rationales: According to article 34 of the Articles of Association, the directors are entitled to get 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 to be same rate as 2022 as follows:

Unit: (baht)

For fiscal year 2023 (May 2023 – April 2024)	Director's Remuneration (monthly base)	Bonus (yearly base)
Chairman	45,000	0
Director	35,000	0
Independent Director & Chairman of the Audit Committee	45,000 + (45,000/ meeting ^{*1)})	0
Independent Director & Member of the Audit Committee	45,000 + (35,000/ meeting ^{*1)})	0

^{*1)} This remuneration will be paid per attendance of Audit Committee Meeting.

The remuneration budget in 2023 is set at not exceeding 2,640,000 baht for Directors, and 2,655,000 baht for Independent Directors respectively.

Board of Directors' opinion: The Board deems appropriate to propose the director's remuneration for the year 2023 to the Meeting for consideration and approval.

Voting required: The resolution for this agenda requires the votes of not less than two-thirds (2/3) of the total number of shareholders who attend the Meeting.

Agenda 6 Consideration and approval of the appointment of auditors and to determine their remuneration for the year 2023

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 of Directors' opinion: The Board deems appropriate to propose the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, who has been providing service to the Company for 9 years, by following auditors as the auditor(s) of the Company for the year 2023:

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|--------------------------------|--------------------------|
| 1) Mr. Kasiti Ketsuriyongk | 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 the remuneration of the auditors for the year 2023 will be fixed at 3,935,000 baht



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

Agenda 7

Consideration and approval of the Company's plan to issue and offer bonds during 1st May 2023 to 30th April 2024

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 of Directors' opinion: The Board deems appropriate to propose the Company's bond issuance plan during the 1st May 2023 to 30th April 2024 with the indicative terms and conditions as the followings to the Meeting for consideration and approval:

Type	: Secured / unsecured bonds / or zero coupon 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 1 st May 2023 to 30 th April 2024
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, discounted 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 shareholders who attend the Meeting.

Agenda 8

Consideration and approval of the revision of Articles of Association of EASY BUY Public Company Limited, in article 22, 26, 27, 35, 37, 39, 40, 47 and 48

Fact and Rationales: According to Section 31 of the Public Limited Company Act B.E. 2535, the Company may amend its memorandum of association or articles of association upon a resolution being passed to that effect at the meeting of shareholders with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

As the Public Limited Company Act (No.4), B.E.2565 was published and effective on 24th May 2022, the Company would like to propose the revision of Articles of Association of EASY BUY Public Company Limited, in article 22, 26, 27, 35, 37, 39, 40, 47 and 48, to be in line with the amended law. (as per attachment 6)





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Board of Directors' opinion: The Board deems appropriate to propose the revision of Articles of Association of EASY BUY Public Company Limited, in article 22, 26, 27, 35, 37, 39, 40, 47 and 48 to the Annual General Meeting of Shareholders for consideration and approval.

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

Agenda 9 **Consideration of any other business (if any).**

Fact and Rationales: This agenda is designated for shareholders to raise any question or express comment to the Board and/or request the Board to provide explanation. There will be neither consideration, nor approval, nor voting on this agenda.

You are therefore invited to attend the Meeting at the date, time and place mentioned above. Any shareholder who wishes to appoint a proxy to attend and vote on your behalf, please complete the attached proxy form as per attachment 7 and submit to the Company before attending the Meeting.

Any shareholder who is unable to attend the 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 are as attachment 8. The shareholders' proxy is requested to be received by the Company before the Meeting time.

In the meantime, the Company will close the share register book in order to identify the shareholders entitled to exercise the shareholder's rights, starting from 17th April 2023 at 12.00 o'clock until the Meeting is finished.

THIS NOTICE IS ISSUED at the office of the Company in Bangkok, Thailand, on 31st March 2023

Yours sincerely,

(Mr. Takeo Noda)

Chairman of the Board of Directors
EASY BUY Public Company Limited