

INVITATION TO THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS ATP30 PUBLIC COMPANY LIMITED



Thursday 1 April 2021 at 10.00 hours

Venue Mandarin A room, 1stFL, Mandarin Bangkok Hotel
662 Rama IV Rd., Maha Phruettharam Subdistrict,
Bang Rak District, Bangkok 10500

Important Note:

1. For the meeting register start at 09.00 hours
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The company would like that inform of No distribution of souvenirs of the 2021 AGM”



Guidelines for Attending the Meeting

With our awareness and deep concern over the Coronavirus 2019 (COVID-19) outbreak situation as well as the health and safety of the meeting attendants, ATP30 Public Company Limited (“the Company”), therefore, kindly requests the shareholders to thoroughly read and strictly comply with the guidelines for attending the Meeting indicated in this invitation.

1. To reduce the risk of COVID-19 infection and practice social distancing, seating capacity is limited to around 30 seats in accordance with the meeting guidelines of the Centre for the Administration of the Situation due to the Outbreak of the Communicable Disease Coronavirus 2019 as well as recommendations or other practices of relevant government agencies. Shareholders are kindly requested to grant proxies to the Company’s Independent Directors instead of attending the Meeting in person.
2. Should shareholders wish to attend the Meeting in person,
 - 2.1. Cooperate on the health screening process and fill in the health declaration form without concealing the health information or traveling record.
 - 2.2. Wear a face mask at all times while in the meeting venue.
 - 2.3. Please refrain from eating and drinking at the meeting venue.
 - 2.4. Ask questions and make comments via written paper only.



AT ATP30 7/2021

8 March 2021

Subject Invitation to attend the 2021 Annual General Meeting of Shareholders

To Shareholders of ATP30 Public Company Limited

Attachment

1. The Minutes of the Extraordinary General Meeting of Shareholders No.1/2021
2. Profiles of directors nominated to replace directors vacating office by rotation
3. Profiles of proposed Auditors for Year 2020
4. Profiles of nominated to be appointed as a director.
5. Emergency decree on electronic meetings, B.E. 2563 (2020)
6. Company's Regulation No. 27, 28, 36, 37, 38, 39, 40
7. Conditions, Rules and Guidelines for Registration, Appointment of a Proxy, and Voting
8. Company's Articles of Association relating to the General Meeting of Shareholders
9. Registration Form, documents required prior to attending the Meeting and documents for proxy, and Proxy Form A, Form B, and Form C as specified by the Department of Business Development, Ministry of Commerce
10. Definition and qualifications of Independent Directors
11. Profiles of the Independent Directors proposed by the Company to act as proxy for shareholders
12. Privacy Notice for the meeting
13. Health declaration form before attending the meeting
14. Measures and guidelines for attending the meeting under the Coronavirus Disease 2019 (COVID-19) outbreak situation
15. Map of Mandarin Bangkok Hotel

Notice is hereby given that, by virtue of the resolution of the Board of Directors of ATP30 Public Company Limited ("the Company"), Annual General Meeting of Shareholders will be held on Thursday, 1 April 2021 at 10:00 hours, venue Mandarin A room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok, to consider matters according to the agenda together with the Board of Directors' opinions as follows:



Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

Objective and Rationale: The Extraordinary General Meeting of Shareholders No. 1/2021 was held on 24 February 2021, a copy of the minutes has been submitted to the stock Exchange of Thailand (the “SET”) within 14 days for the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company’s website at www.atp30.com.

Board of Directors’ opinion: The Board of Directors of the Company considered and was of the opinion that the minutes of Shareholder ‘s meeting were correct and complete. Thus, the Board deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to certify the above-mentioned minute as attachment no.1.

Vote required: This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Agenda 2 To acknowledge the report of the Company’s operation results for the fiscal period ended 31 December 2020.

Objective and Rationale: The summary of the Company’s performance and major changes during the year 2020 is shown in the “Annual Registration Statement for the year 2020” (QR Code)

Board of Directors’ opinion: The Board requests the Meeting to acknowledge the Company’s Annual Report for the year 2020 stating the Company’s performance and major changes during the year 2020.

Vote required: This agenda is for shareholders’ acknowledgment; therefore, voting is not required.

Agenda 3 To approve the financial statements for the year ended 31 December 2020, which have been audited by the certified public accountant.

Objective and Rationale: To be in compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the Company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders’ approval. The financial statements for the year ended 31 December 2020, as duly audited and certified by the auditor from EY Office Limited and reviewed by the Audit Committee. The summary of the Company’s financial status and performance during the year 2020.

Board of Directors’ opinion: The Board requests the Meeting to approve the financial statements for the year ended 31 December 2020, the summary of the Company’s financial status and performance during the year 2020 is as follows:

The statements of financial position and income statements

Unit: Thousand THB.

Total Assets	821,178,504
Total Liabilities	400,682,133



Shareholders' Equity	420,496,371
Revenue from sales	391,093,952
Total revenue	391,691,012
Profit for the year	28,750,081
Earnings per share (THB. / Share)	0.047

Details are as shown in "the Annual Registration Statement for the year 2020" (QR Code)

Vote required: This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Agenda 4 To approve the allocation of profit as legal reserve and payment of dividend according to the to the operation results in the year 2020.

Objective and Rationale: The Company will allocate 5% legal reserve of net profit 2019 and dividend payment for the year ended 31 December 2020, according to the policy dividend payment at least 40% of net profit which calculated from the specific financial statement after deduction of tax and legal reserve will be paid, even if there is no any other issues and impact to the operation of company and its subsidiaries. However, the agreed payment must be considered with other factors which consisting of operation result, financial status, liquidity and expansion plan etc.

Board of Directors' opinion: The Board deemed appropriate to propose for the ordinary shareholders' meeting to consider approving the allocation of net profit in 2020 amounting to Bath 1,440,000 as a legal reserve according to the law and regulations at 5.01% of separate financial statement and dividend payment for the operating results of 2020 at the rate Bath 0.03 per share, totaling amount is not exceeding Bath 20,500,000, or equivalent to 74.95% of the net profit after the profit is appropriated as legal reserve.

Payment of such dividends, the Board of Directors considers dividend payments taking into account various factors into consideration for maximum benefit of the shareholders by determining the Record Date for dividend entitlement on 9 April 2021 and dividend payment date on 30 April 2021.

In this regard, such entitlement was not definite since approval must be obtained from the ordinary shareholders' meeting.

Vote required This agenda required resolution with majority votes of all shareholders attending the meeting and voting.

Agenda 5	To approve the appointment of the directors who will be retired by rotation									
Objective and Rationale:	In compliance with the Public Limited Companies Act and Clause 20 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. Three Directors to be retired by rotation in this Meeting are as follows:									
	<table border="0"> <tr> <td style="padding-left: 40px;">1) Mr. Viwat</td> <td style="padding-left: 40px;">Kromadit</td> <td style="padding-left: 40px;">Director, Executive Committee</td> </tr> <tr> <td style="padding-left: 40px;">2) Mr. Kumchai</td> <td style="padding-left: 40px;">Boonjirachote</td> <td style="padding-left: 40px;">Director, Independent Director and Audit Committee</td> </tr> <tr> <td style="padding-left: 40px;">3) Mr. Prasert</td> <td style="padding-left: 40px;">Akkarapathompong</td> <td style="padding-left: 40px;">Director, Independent Director and Audit Committee</td> </tr> </table>	1) Mr. Viwat	Kromadit	Director, Executive Committee	2) Mr. Kumchai	Boonjirachote	Director, Independent Director and Audit Committee	3) Mr. Prasert	Akkarapathompong	Director, Independent Director and Audit Committee
1) Mr. Viwat	Kromadit	Director, Executive Committee								
2) Mr. Kumchai	Boonjirachote	Director, Independent Director and Audit Committee								
3) Mr. Prasert	Akkarapathompong	Director, Independent Director and Audit Committee								
Board of Directors' opinion:	Board of Directors excluding the directors who have conflict of interest in this matter, agreed to reinstate 3 mentioned above directors to serve as director(s) or independent director(s) for another term. Bio- data of Nominee for Directorship which is provided herewith in <u>attachment no.2</u> .									
Vote required	This agenda required resolution with majority votes of all shareholders attending the meeting and voting									

Agenda 6	To approve the determination of the remuneration for directors and committee for the year 2021.
Objective and Rationale:	According to Clause 25 of the Company's Articles of Association, the Directors' remuneration shall be approved by the Shareholders' Meeting. The directors' remuneration may be fixed or set a specific criterion by periodically. In addition, the directors are entitled to receive allowances and welfare benefits. By following the company's regulations.
Board of Directors' opinion:	The Board requests the Meeting to consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2021. The directors' remuneration is meeting allowance as detail below. The Board of Directors' remuneration in 2021 is maintained at the same rate of 2020 as per the following;

Meeting Allowance

Position	Meeting Allowance (THB. / Time)	
	2020	2021
Chairman of the Board of Director	15,000	15,000
Deputy of Board of Director	12,000	12,000
Director	10,000	10,000
Chairman of Audit Committee	15,000	15,000



Audit Committee and Independent Committee	10,000	10,000
Chairman of Risk Management Committee	15,000	15,000
Risk Management Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	15,000	15,000
The Nomination and Remuneration Committee	10,000	10,000

The Board of Directors would receive the remuneration in the amount not exceeding 5% of the annual net profit, after deducting corporate income tax. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

Vote required This agenda required resolution with two thirds (2/3) of votes of all shareholders attending the meeting.

Agenda 7 To approve the appointment of the auditor and the determination of the audit fee for the year 2021

Objective and Rationale: To comply with Section 120 of the Public Limited Companies Act B.E. 2535 prescribed that the auditors and their fee shall be appointed or re-appointed and determined annually by the Annual General Meeting of Shareholders.

Considered the qualifications and performance of the auditor by the audit committee and including the appropriateness of the auditing fee in 2021, as per detail follows;

- 1) Mr. Supachai Panyawattano CPA Registration No 3930 or
- 2) Mr. Nattawut Santipet CPA Registration No 5730 or
- 3) Ms. Krongkaew Limpkittikul CPA Registration No 5874

from EY Co., Ltd. as the Company's auditors for the year 2021, and in the event that any of those auditors were unable to perform duty, EY Co., Ltd. was requested to provide other certified accounts to perform audit and express opinion towards the Company's financial statements in the capacity of those auditors.

The auditors listed above had no relationship and/or interest with the Company/ executives/ major shareholders or any other entities related to these persons, and were therefore able to audit and express opinion towards the Company's financial statement independently, and audit fee of 2021 was determined at the amount not exceeding Baht 1,260,000, as per detail herewith in [attachment no.3.](#)

Audit Committees' opinion: The Audit Committee had considered to select the Company's auditors and determined auditors' remuneration, and suggested the Board of Directors to request for approval in



appointing 3 auditors as specified above from EY Co., Ltd. as the Company's auditors for the year 2021, and determining audit fee at the amount not exceeding Baht 1,260,000.

Board of Directors' opinion: The Board of Directors deemed appropriate to propose for the shareholders' meeting to appoint 3 auditors as specified above from EY Co., Ltd. as the Company's auditors for the year 2021, and determine audit fee at the amount not exceeding Baht 1,260,000 and in the event that any of those auditors could not perform duty, EY Co., Ltd. will provide other certified accounts to perform audit and express opinion towards the Company's financial statements in the capacity of those auditors and The Board of Directors will ensure that the Financial statements are prepared within the specified timeframe.

Vote required: This agenda required resolution with majority votes of all shareholders attending the meeting and voting

Agenda 8 To approve the appointment of a new director for the Company

Objective and Rationale: As a result of the issuance and offering of the newly issued ordinary shares of the Company to Toyota Tsusho Thai Holdings Company Limited (hereinafter referred to as "TTTH"), TTTH has nominated a person to take a position of director, in proportion to the capital increase, approximately 9.535% of the total issued shares after the increase of paid-up capital. Consideration of a person to hold a position of director must be a person who have business ethics, vision and good attitude towards the Company, willing and ready to perform their assigned duties to the best of their ability. And is in accordance with various rules and laws that are relevant which is beneficial to the operation of the Company. To build confidence among shareholders, the Board of Directors has proposed the names of suitable persons to propose to the shareholders' meeting to approve the appointment of one new director, namely "Mr. Tanin Hirunpunthaporn" in the position of director, which did not take part in the management of the Company in any way, and there is no relationship under Section 258 of the Securities and Exchange Act, information on holding positions of directors or executives in listed companies and other companies / businesses appears as in Enclosure 4.

Board of Directors' opinion: The Board of Directors has considered of the persons who are qualified for the positions of directors and from careful scrutiny of the qualifications of the nominated person The Board of Directors is consideration that the persons nominated for appointment as directors possess complete qualifications and suitable and do not have any prohibited characteristics according to the relevant regulations or laws. Including being a competent person have business ethics, vision and good attitude towards the Company,

willing and ready to perform their assigned duties to the best of their ability and in accordance with various rules and laws and not being a director that operates the same business as the Company that may a conflict of interest. The Board therefore passed a resolution to propose to the Annual General Meeting of Shareholders to appoint “Mr. Tanin Hirunpunthaporn” as a director and to approve the authorization to the person delegated by the authorized director to proceed with the registration for the change of director to competent governmental organization and/or to perform any related actions which deems necessary and appropriate for the registration for the change of director of the Company to be completely completed.

Vote required: This agenda required resolution with majority votes of all shareholders attending the meeting and voting

Agenda 9 To approve the amendment of the Company’s Articles of Association in relation to the board of directors’ meeting and shareholders’ meeting in Clause 27, 28, 36, 37, 38, 39, 40 to be in accordance with the Emergency Decree on Electronic Meeting B.E. 2020

Objective and Rationale: The Emergency Decree on electronic meetings, B.E. 2563 (2020) (“Royal Decree”) which came into effect on 19 April 2020. In order to comply with the rules of conduct on electronic conferencing as set out in the said Royal Decree. The details of the Royal Decree are given in Enclosure 12. The Company would like to propose an amendment to the Company’s Articles of Association in relation to the board of directors’ meeting and shareholders’ meeting in Clause 27, 28, 36, 37, 38, 39, 40 the Company proposes the delegation of power to the person(s) authorized by the board of directors to register the amendment of the Articles of Association of the Company with the department of business development, the Ministry of Commerce, to amend or add wordings in accordance with the Registrar’s instruction. The details are as follows:

Board of Directors’ opinion: The Board of Directors deemed it appropriate to propose that the Annual General meeting of shareholders approve the amendments to the Company’s Articles of Association in relation to the board of directors’ meeting and shareholders’ meeting in Clause 27, 28, 36, 37, 38, 39, 40 and the Company proposes the delegation of power to the person(s) authorized by the Board of Directors to register the amendment of the Articles of Association of the Company with the department of business development, the Ministry of Commerce, to amend or add wordings in accordance with the Registrar’s instruction.

Vote required: This agenda requires the vote of not less than three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.

Agenda 10

Other (if any).

Since the Company has given opportunity for shareholders to suggest matters for the Board of Directors to include as meeting agendas in the ordinary shareholders' meeting of 2021 and nominate persons with suitable qualification for the Board of Directors to appoint as directors and propose for approval of ordinary shareholders' meeting, the Company has published such information on its website (www.atp30.com) and through electronic system of the Stock Exchange of Thailand from 26 January to 24 February 2021, and no shareholder has suggested meeting agenda, submitted question or nominated any persons with suitable qualification for appointment as directors according to the criteria as specified by the Company.

The Company determines 12 March 2021 as the Record Date for shareholders being entitled to attend and vote in the ordinary shareholders' meeting of 2021 and determining the Record Date for dividend entitlement on 9 April 2021 and dividend payment date on 30 April 2021.

The commencement for registration to attend the Meeting will be from 09:00 hours, to facilitate the shareholders please find the register information and prepare documents is provided herewith in [attachment no. 7](#). The meeting will be conducted according to the Company's Articles of Association in [attachment no. 8](#), for your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.) in [attachment no. 9](#).

In addition, you may appoint an Independent Director not to be retired by rotation in the 2021 Annual General Meeting of Shareholders by the Company to act as proxy for shareholders are provided herewith as [attachment no. 11](#).

All shareholders are cordially invited to attend the 2021 Annual General Meeting of Shareholders to be held on Thursday, 1 April 2021 at 10:00 hours, venue Mandarin A room, 1st fl., Mandarin Bangkok Hotel 662 Rama IV Rd., Maha Phruettharam Subdistrict, Bang Rak District, Bangkok as [attachment no. 15](#).

Yours sincerely,

ATP30 Public Company Limited



Mr. Chartchai Panichewa

Chairman of the Board of Director