



2023 Annual General Meeting of Shareholders

## Eason & Co Public Company Limited

Friday, April 28, 2023 at 10.00 am.

Multipurpose Building, Eason & Co Public Company Limited  
312, 402/3-6 Phaholyothin 32, Chankasem, Chatuchak, Bangkok

Registration Time : 9.00 am.

March 21, 2023

Subject Invitation to the 2023 Annual General Meeting of Shareholders (“AGM”)

Dear Shareholders of Eason & Co Public Company Limited

Eason & Co Public Company Limited (“EASON”) will hold the 2023 Annual General Meeting of Shareholders (“AGM”) on Friday, April 28, 2023 at 10.00 hr. at Multipurpose Building, Eason & Co Public Company Limited, 312, 402/3-6 Phaholyothin 32 Rd, Chankasem, Chatuchak, Bangkok, 10900.

EASON would like to propose its agenda as follows;

1. To consider and certify the minutes of the AGM 2022 which was held on April 22, 2022.
2. To consider and certify the report on the result of business operation of the company for the year 2022. [For more information, please visit www.easonplc.com](http://www.easonplc.com) > [Investor Info](#) > [Annual Report](#) > [Form 56-1 One Report 2022 \(Available on March 27, 2023\)](#).
3. To consider and approve financial statement of the company for the fiscal year ended December 31, 2022.
4. To consider and approve the allocation 5% of net profit for the year 2022, or 4,066,051.30 baht as legal reserve, and approve the dividend payment for the operation of year 2022 at the rate of 0.10 baht per share. In this regard, the company already made the interim dividend payment at the rate of 0.04 baht per share on September 9, 2022. Thus, the remaining 0.06 baht of dividend payment will be made on May 24, 2023. The Record Date for the right of shareholders to receive the dividend shall be May 10, 2023, and the mentioned right will be further approved by the AGM 2023
5. To consider and approve 3 directors for the replacement of the directors who retired by rotation, appoint the new director, and remuneration of the directors for the year 2023.
  - 5.1 To approve 3 directors namely below to resume their positions as the directors of the company
    - 1) Mrs. Pismai Boonyakiat Independent Director
    - 2) Ms. Thipawan Uthaisang Independent Director
    - 3) Mr. Sanan Eksangkul Director
  - 5.2 To approve the remuneration of the year 2023 would be not over than 2.5 million Baht (excluding the salary for directors who receive regular monthly salary).

6. To consider for appoint auditors from Dharmniti Auditing Company Limited to be the company auditors namely below;

No.	Name	Certified Public Accountant No.
1.	Ms. Nannapat Wansomboon	7793
2.	Mr. Piradej Phongsatiensak	4752
3.	Ms. Soraya Tintasuwan	8658

and determine audit fee for the year 2023 in the total not over 960,000 Baht.

7. To consider and approve the amendment of the articles of association by amending articles 22, 26, 27, 35, 36, 37, 39, 40, 47 and 48 to improve the methods for convening the e-meeting efficiently, to reduce unnecessary expenses, and more convenient for shareholders, as well as to comply with the Public Limited Companies Act (No.4) B.E. 2022.

8. To consider others issue (if any)

In this regards, the Record Date for the right of shareholders to attend the AGM shall be March 21, 2023. The company shall public the 2023 AGM invitation document on company's website, [www.easonplc.com](http://www.easonplc.com) at least 30 days in advance of the meeting date.

Please be informed accordingly

Yours sincerely,



Mrs. Pismai Boonyakiat

Chairman

### The amendment to the Company's Articles of Association

As per the enforcement of the Public Limited Companies Act B.E. (No.4) B.E. 2022 has been prescribed to improve the methods for convening the e-meeting efficiently, to reduce unnecessary expenses, and more convenient for shareholders.

In this regard, the Board of Directors agreed to propose the amendment of the articles 22, 26, 27, 35, 36, 37, 39, 40, 47 and 48 to comply with the Act. The details are as follows;

Article	Current Article of association	Proposed Article of association
22	<p>In case of all committee members being discharged, the committees should still act as the committee until the new committee team is on board unless it is instructed by the court regarding this.</p> <p>The committee being discharged must host a meeting to select a new committee team within one (1) month from effective date. The meeting request letter should be sent to shareholders not less than fourteen (14) days prior to the meeting and advertise on local newspaper <del>not less than three (3) consecutive days prior to the meeting.</del></p>	<p>In case of all committee members being discharged, the committees should still act as the committee until the new committee team is on board unless it is instructed by the court regarding this.</p> <p>The committee being discharged must host a meeting to select a new committee team within one (1) month from effective date. The meeting request letter should be sent to shareholders not less than fourteen (14) days prior to the meeting and advertise on local newspaper <u>or via electronic media according to the rules prescribed by the Registrar for three (3) consecutive days at least three (3) days prior to the meeting date.</u></p>
26	<p>The Board of Directors' meeting should be held at headquarter's meeting room, nearby province or as agreed by the chairman or authorized persons.</p>	<p>The Board of Directors' meeting should be held at headquarter's meeting room, nearby province or as agreed by the chairman or authorized persons.</p> <p><u>The meeting under paragraph one may be held via electronic media as provide for by the law governing meetings via electronic media.</u></p>
27	<p>Regarding the committee meeting, the chairman or authorized person must send</p>	<p>Regarding the committee meeting, the chairman or authorized person must send out</p>

<p>out meeting appointment letter to the committee not less than <del>seven (7)</del> days before the meeting except the case of urgent meeting to preserve company's benefit, then, the meeting appointment will be sent to the committee via other method and the meeting can be start sooner than mentioned above.</p> <p>The company may send a summoning notice for the Board of Directors' meeting including its related documents <del>by an electronic mail</del>. In this regard, the person who is charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p> <p><del>If at least two committees requested for a meeting, the chairman should take any action to have such meeting to be held within fourteen (14) days after requested date.</del></p>	<p>meeting appointment letter to the committee not less than <u>three (3)</u> days before the meeting except the case of urgent meeting to preserve company's benefit, then, the meeting appointment will be sent to the committee <u>via electronic media or other method</u> and the meeting can be start sooner than mentioned above.</p> <p>The company may send a summoning notice for the Board of Directors' meeting including its related documents <u>via electronic media</u>. In this regard, the person who is charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p> <p><u>However, if it is reasonable, or for the protection of the company's interest, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In the case that a request is made by at least two directors, the Chairman of the Board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board does not take action in accordance with the provision in paragraph three, the requesting directors may jointly summon and fix the date</u></p>
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		<p><u>of the meeting of the Board of Directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in paragraph three.</u></p>
35	<p>Shareholder's meeting should be held at headquarter, nearby provinces or as agreed by the chairman or authorized persons.</p>	<p>Shareholder's meeting should be held at headquarter, nearby provinces or as agreed by the chairman or authorized persons.</p> <p><u>The Shareholder's meeting under paragraph one may be held via electronic media as provide for by the law governing meetings via electronic media.</u></p>
36	<p>Shareholder meeting, which is called "Annual Ordinary General Shareholder's Meeting", must be held annually within four (4) months after account ended date.</p> <p>Other shareholder meeting is called "Extraordinary Shareholder's meeting"</p> <p>The Committee may call for any Extraordinary Shareholder's meeting whenever it is appropriate, or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p>	<p>Shareholder meeting, which is called "Annual Ordinary General Shareholder's Meeting", must be held annually within four (4) months after account ended date.</p> <p>Other shareholder meeting is called "Extraordinary Shareholder's meeting"</p> <p>The Committee may call for any Extraordinary Shareholder's meeting whenever it is appropriate, or one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p>

	<p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three. In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph four is not constitute a quorum as prescribed in Article 38, the shareholders under paragraph four shall jointly responsible to the Company for expenses incurred from such meeting.</p>	<p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three. <u>The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the company or the Board of Directors in accordance with the criteria prescribed by law.</u> In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph four is not constitute a quorum as prescribed in Article 38, the shareholders under paragraph four s hall jointly responsible to the Company for expenses incurred from such meeting.</p>
37	<p>In requesting for any meeting, the committee must sent out meeting invitation letter to shareholders indicating clearly the agenda, topics to be discussed and detail as appropriate, and should identify objective of</p>	<p>In requesting for any meeting , the committee must sent out meeting invitation letter to shareholders indicating clearly the agenda, topics to be discussed and detail as appropriate, and should identify objective of</p>

	<p>each topic such as notifying, for approval or for consideration, as well as comments from the committee and send at least seven (7) days before the meeting date and advertise in local newspaper <del>three (3) consecutive days before the meeting.</del></p>	<p>each topic such as notifying, for approval or for consideration, as well as comments from the committee and send at least seven (7) days before the meeting date and advertise in local newspaper <u>or via electronic media according to the rules prescribed by the Registrar for three (3) consecutive days at least three (3) days prior to the meeting date.</u></p> <p><u>In the event that shareholders of the company have notified their intention to receive or consented to the delivery of letters and documents via electronic means, the company may send such letters and documents via electronic means in accordance with the criteria prescribed by law.</u></p>
39	<p>In shareholders' meeting, the shareholders may delegate authority to their representatives to vote topics in the meeting. The delegate authority letter must be duly signed by the shareholders, and follow the form prescribed by the public company registrar. The shareholder must send out a letter to the president of the meeting or authorized person before the meeting take place and must include following detail in the letter.</p> <p>A. Amount of shares that the grantors have</p> <p>B. Name of the representative</p> <p>C. Meeting identification where shareholders delegate representatives to attend and vote</p>	<p>In shareholders' meeting, the shareholders may delegate authority to their representatives to vote topics in the meeting. The delegate authority letter must be duly signed by the shareholders, and follow the form prescribed by the public company registrar. The shareholder must send out a letter to the president of the meeting or authorized person before the meeting take place and must include following detail in the letter.</p> <p>A. Amount of shares that the grantors have</p> <p>B. Name of the representative</p> <p>C. Meeting identification where shareholders delegate representatives to attend and vote</p>



		<p><u>The appointment of a proxy under paragraph one may be made by electronic means, provided that the method used is secure and can assure that the appointment of proxy is made by the shareholders according to the rules prescribed by the Registrar.</u></p>
40	<p>Shareholder's meeting should follow agenda as attached in invitation letter unless agreed by two-third (2/3) of shareholders attending the meeting to modify the agenda.</p> <p>After the meeting has gone through ass agenda as set in the invitation letter, group of shareholders who hold all together at least one-third (1/3) of total company's share in the market may request to consider other topics.</p> <p>If all topics set in the agenda or special topics requested by shareholders cannot be finished within the time specified for the meeting and is in necessary to postpone the decision making, the shareholders should agree on the next meeting venue, date and time and agenda of the meeting and have the committee send out meeting appointment to shareholders with such agreed detail at least seven (7) days before the meeting date and advertise on local newspaper <del>for three (3) consecutive days at least three (3) days before the meeting.</del></p>	<p>Shareholder's meeting should follow agenda as attached in invitation letter unless agreed by two-third (2/3) of shareholders attending the meeting to modify the agenda.</p> <p>After the meeting has gone through ass agenda as set in the invitation letter, group of shareholders who hold all together at least one-third (1/3) of total company's share in the market may request to consider other topics.</p> <p>If all topics set in the agenda or special topics requested by shareholders cannot be finished within the time specified for the meeting and is in necessary to postpone the decision making, the shareholders should agree on the next meeting venue, date and time and agenda of the meeting and have the committee send out meeting appointment to shareholders with such agreed detail at least seven (7) days before the meeting date and advertise on local newspaper <u>or via electronic media according to the rules prescribed by the Registrar for three (3) consecutive days at least three (3) days prior to the meeting date.</u></p>
47	<p>Company must issue a letter to inform its creditors about reduction of its registered capital within fourteen (14) days after the meeting date and allow creditors to raise objection within two (2) months after</p>	<p>Company must issue a letter to inform its creditors about reduction of its registered capital within fourteen (14) days after the meeting date and allow creditors to raise objection within two (2) months after received</p>

	<p>received the notification letter. The company resolution must be advertised on local newspaper at least three (3) consecutive days within time frame fourteen (14) days after meeting date.</p>	<p>the notification letter. The company resolution must be advertised on local newspaper <u>or via electronic media according to the rules prescribed by the Registrar</u> at least three (3) consecutive days within time frame fourteen (14) days after meeting date.</p> <p><u>In the event that creditors of the company have notified their intention to receive or consented to the delivery of letter to inform about reduction of its registered capital via electronic means, the company may send such letters via electronic means in accordance with the criteria prescribed by law.</u></p>
48	<p>Announcement of dividend payment is not allowed unless approval is granted by resolution of shareholder's meeting or consensus from company's committee in case of interim dividend is considered.</p> <p>Company should issue a letter to inform shareholders about dividend payment and must advertise on local newspaper at least three (3) consecutive days. Dividend must be paid within one (1) month after the resolution of the meeting.</p>	<p>Announcement of dividend payment is not allowed unless approval is granted by resolution of shareholder's meeting or consensus from company's committee in case of interim dividend is considered.</p> <p>Company should issue a letter to inform shareholders about dividend payment and must advertise on local newspaper <u>or via electronic media according to the rules prescribed by the Registrar</u> at least three (3) consecutive days. Dividend must be paid within one (1) month after the resolution of the meeting.</p> <p><u>In the event that shareholders of the company have notified their intention to receive or consented to the delivery of letter to inform shareholders about dividend payment via electronic means, the company may send such letters via electronic means in</u></p>

		<u>accordance with the criteria prescribed by law.</u>
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