



## Notice of the Annual General Meeting of Shareholders for the Year 2021 (Issue 2)

TCAP.CSO. 013/2021

30 April 2021

Subject: Calling 2021 Annual General Meeting of Shareholders on Tuesday, 11 May 2021 via electronic media (e-AGM)

To: Shareholders  
Thanachart Capital Public Company Limited

Reference: 1. Notice of 2021 Annual General Meeting of Shareholders No. TCAP.CSO. 006/2021 dated 25 March 2021, Re: Calling 2021 Annual General Meeting of Shareholders  
2. Thanachart Capital Public Company Limited's Notification No. TCAP.CSO. 012/2021 dated 22 April 2021, Re: Postponement of 2021 Annual General Meeting of Shareholders originally scheduled on 27 April 2021 to be on 11 May 2021 by conducting the Meeting via electronic media (e-AGM)

Attachment: Guidelines for attending the 2021 Annual General Meeting of Shareholders of the Company via electronic media

Reference is made to that Thanachart Capital Public Company Limited (“the Company”) called 2021 Annual General Meeting of Shareholders on Tuesday, 27 April 2021 at 14:00 hours, Athenee. Crystal Hall, 3<sup>rd</sup> Floor, The Athenee Hotel, a Luxury Collection Hotel, Bangkok, located at 61 Wireless Road (Witthayu), Lumpini Subdistrict, Pathumwan District, Bangkok 10330, which was in accordance with the Notification of the Meeting sent to all shareholders. However, due to the outbreak of the coronavirus disease 2019 (“COVID-19”) and the regulations issued by the government under Section 9 of the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (No. 20) Clause 1(2) Prohibition of any activity gathering of more than 50 people, the Company would not be able to hold the Annual General Meeting on 27 April 2021. In this connection, the Company's Board of Directors at its meeting No. 4/2021 held on Monday, 19 April 2021 has resolved to postpone the 2021 Annual General Meeting of Shareholders to from the original schedule on Tuesday, 27 April 2021 to **Tuesday, 11 May 2021. The Meeting will be conducted via electronic media (e-AGM)** and the agenda items for the Meeting remain the same agenda items as proposed in the Meeting originally scheduled on 27 April 2021 **except the cancellation** of the agenda item requesting for approval of dividend payment. The details of which are in the Reference 1. and 2.

The Company would like to inform **the schedule of 2021 Annual General Meeting of Shareholders on Tuesday, 11 May 2021 at 14.00 hours, which is conducted via electronic media (e-AGM) only.** The record date for determining the right to attend the 2021 Annual General Meeting of Shareholders and the agenda items of the Meeting remain the same as shown in the Notice of 2021 Annual General Meeting of Shareholders No. TCAP.CSO. 006/2021 dated 25 March 2021, Re: Calling 2021 Annual General Meeting of Shareholders (Reference

### **บริษัท ทูเชนชาร์ต จำกัด (มหาชน)**

**Thanachart** Capital Public Company Limited

444 อาคารเอ็มบีเค ทาวเวอร์ ชั้น 16-17 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330

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1.), which was sent to all shareholders, except the agenda item 4. The agenda item 4 would be changed to “Item 4 To approve the appropriation of the profit for 2020 performance and to acknowledge the payments of interim dividends”, Therefore, the details of the agenda items of the 2021 Annual General Meeting of Shareholders on Tuesday, 11 May 2021 are as follows:

- Item 1 To approve the Minutes of 2020 Annual Meeting of Shareholders
- Item 2 To acknowledge the report of the Board of Directors on the Company’s business operations in 2020
- Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2020
- Item 4 To approve the appropriation of the profit for 2020 performance and **to acknowledge the payments of interim dividends**
- Item 5 To approve the remuneration of the Board of Directors and standing committees for 2021 as well as the performance allowance for the Board of Directors for 2020 performance
- Item 6 To consider the election of directors replacing those retiring by rotation
- Item 7 To consider the appointment of the auditor and determine the audit fees for 2021
- Item 8 Other business (if any)

Shareholders can review supporting information of each agenda item from the Notice of 2021 Annual General Meeting of Shareholders No. TCAP.CSO. 006/2021 dated 25 March 2021, Re: Calling 2021 Annual General Meeting of Shareholders (Reference 1.), which was sent to all shareholders,

**except the agenda item 4 that is proposed for acknowledgement of interim dividends payments.** The Company would like to inform the supporting information of agenda item 4 as follows:

**“Item 4 To approve the appropriation of the profit for 2020 performance and to acknowledge the payments of interim dividends**

#### Objective and Rationale

According to No. 45 of the Company’s Articles of Association, it is specified that “*the Board of Directors may from time to time pay the shareholders interim dividends as it appears that the Company has sufficient profits and it is appropriate to do so. The Board of Directors is required to inform the Shareholders’ Meeting at their next Meeting...*”

#### Board of Directors’ Opinion

The Board of Directors adopted resolutions approving two interim dividend payments and deems appropriate to present to the Meeting of Shareholders for acknowledgement as follows:

1. The Company’s Board of Directors at its meeting No. 7/2020 held on 29 July 2020 adopted a resolution approving an interim dividend payment to ordinary and preferred shareholders at the rate of 1.20 baht per share. The payment was made to shareholders on 27 August 2020.

2. The Company's Board of Directors at its meeting No. 4/2021 held on 19 April 2021 adopted a resolution approving an interim dividend payment to ordinary and preferred shareholders at the rate of 1.80 baht per share. The payment is scheduled to be made to shareholders on 19 May 2021.

The total dividend payments from these 2 interim dividends paid to ordinary and preferred shareholders from 2020 performance amount to 3.00 baht per share or the payments which are approved amount to 3,145,850,199.00 baht in total. This accounts for 100.68 percent of 2020 net profit based on separate financial statements and 47.17 percent of the net profit attributable to the Company according to consolidated financial statements.

### Voting

This agenda item does not require voting as it is a matter for acknowledgement.”

However, if the shareholders wish to attend the Meeting via electronic media (e-AGM), the Company would like to request the shareholders or proxy holders to submit the application form to attend the Meeting through the web browser at <https://app.inventech.co.th/TCAP164916R> or scan the QR Code provided by the Company, together with the identification documents details appeared in the attachment. If any shareholder is unable to attend the e-AGM, the shareholder can assign one of the Company's independent directors to attend the Meeting as his/her proxy. The details and practices for attending the Shareholders' Meeting via electronic media (e-AGM) are shown in the attachment. This electronic Shareholders' Meeting (e-AGM) system is owned by Inventech Systems Company Limited (the service provider), who provides the conference control system and has taken self-assessment of the conference control system. The Electronic Transaction Development Office of the Ministry of Digital Economy and Society (ETDA) has reviewed the compliance assessment form and posted the list of service providers on the ETDA website. Please be informed accordingly.

Yours respectfully,

Thanachart Capital Public Company Limited

(Mr. Panupan Tuangthong)

Company Secretary

### Corporate Secretary Office

Mr. Panupan Tuangthong	Tel. 66-2217-8082
Ms. Manapan Plodpai	Tel. 66-2217-8000ext.3012
Ms. Pattera Thanapitsutsakul	Tel. 66-2217-8000ext.3004
Ms. Machima Pompituk	Tel. 66-2217-8000 ext.3009

Attachment

**Guidelines for attending the 2021 Annual General Meeting of Shareholders of the Company  
via electronic media**

The Company would like to request the shareholders or proxy holders who wish to attend and vote at the Meeting via electronic media (e-AGM) to proceed with the following steps:

1. The Shareholders or proxy holders must submit a request form for attending the Meeting via Web Browser by clicking the link <https://app.inventech.co.th/TCAP164916R> or scan QR Code for logging in to the system. The system would be available from Wednesday, 5 May 2021 until the date when the Meeting has ended.



2. Once logged in, the shareholders or proxy holders are requested to complete all fields and attach additional documents according to the system requirement such as
  - E-Mail Address
  - Identification Card Number / Passport Number (in case of a foreigner)
  - Shareholders Registration Number / Name and Surname / Number of shares
  - Telephone Number
  - Additional Documents
    - For shareholders who wish to attend the Meeting via electronic media by themselves, please attach the photocopy of identification card or the photocopy of valid identification document bearing the photograph of document owner issued by the state agency or the photocopy of passport (in case of a foreigner), which is certified a true copy.
    - In case of appointing a proxy holder, please attach the proxy form with required documents specified in the Notice of Annual General Meeting of Shareholders (Reference 1.)
3. After completely fill-in all required information, please select *“I have read and agreed to comply with Meeting attendance requirements, and Meeting attendance requirements through Inventech Connect”* by checking the box to *“accept on the term of service”*. Then click to submit the documents through the system.
4. After all documents are verified and the request is approved, the shareholders will receive an email informing the detailed information of the Meeting which is divided into 4 parts as follows:
  - Link for registration of the Meeting

- Username and Password for e-Voting
- Link for downloading and installing of Cisco WebEx Meeting Application
- Link for user manual

In case the request is rejected, shareholders will receive an email to notifying the reason for rejection. The shareholders can resubmit additional information through the system.

5. Shareholders **can submit the Meeting attendance request form as from Wednesday, 5 May 2021** until the Meeting has ended on Tuesday, 11 May 2021. Also, shareholders can **register to attend the Meeting on Tuesday, 11 May 2021 at 12:00 hours** until the Meeting has ended.
6. For solving registration problems, shareholders can contact administrator at 66 2021 9127 on business days and hours from 8:30 – 17:30 hours of Wednesday, 5 May 2021 until the Meeting has ended.
7. For shareholders who appoint proxy holders
  - In case the shareholders have submitted the proxy form for attending the 2021 Annual General Meeting of Shareholders scheduled on 27 April 2021 to the Company, such proxy forms are still valid for attending the 2021 Annual General Meeting of Shareholders on Tuesday, 11 May 2021.
  - If any shareholder wishes to change the proxy appointment from the one that the shareholder has already submitted to the Company, please inform the change to the Company within 7 May 2021.
  - For proxy appointment, please use the proxy forms that have been attached with the Notice of the Annual General Meeting of Shareholders and sent to all shareholders (Reference 1.) or the proxy form prescribed by the Ministry of Commerce.
  - Shareholders can appoint the proxy to attend the Meeting via electronic media on their behalf and the proxy holder is required to follow the above steps 1 to 4 or
8. Shareholders can appoint one of the Company's independent directors as their proxy. Please see the details of appointment of independent director as a proxy holder which is specified in the Notice of the Annual General Meeting of Shareholders (Reference 1. Page 48). Please completed proxy form and send it back to Corporate Secretary Office, 17<sup>th</sup> Floor, Thanachart Capital Public Company Limited, 444 MBK Tower, Phayathai Road, Wangmai Subdistrict, Pathumwan District, Bangkok 10330 or using the self-addressed envelope sent to all shareholders (Reference 1.) and deliver it within Friday, 7 May 2021. **The Meeting on Tuesday, 11 May 2021 is conducted by electronic media only and the Company does not prepare the Meeting room for shareholders.** In this connection, the Company would like to request you to appoint the Company's independent director or any other person to attend the Meeting on your behalf or submit the form to attend the Meeting via electronic media only.

For the details of system user manual of the 2021 Annual General Meeting of Shareholders of the Company on Tuesday, 11 May 2021, they are available at the Company's website [www.thanachart.co.th](http://www.thanachart.co.th), under "Shareholder Information" of "Investor Relations" Section.