

Notice to the Annual General Meeting of Shareholders for the Year 2025

Amata VN Public Company Limited

CS/25/08

March 26, 2025

To : Shareholders

Subject : Invitation to attend the Annual General Meeting of Shareholders for the Year 2025
(Electronic Meeting)

- Attachments
1. Annual Report for the year 2024 (56-1 One Report)
 2. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who Retired by Rotation
 3. Company's Articles of Association relating to the General Meeting of Shareholders
 4. Rules and Documents Required for Electronic Meeting of Shareholders (E-AGM), Proxy Granting, E-AGM Registration, and Voting
 5. Acceptance Form for Attending the Meeting via Electronic Media
 6. Names of Independent Directors that shareholders can grant proxy
 7. Proxy Form
 8. Form for requesting a hard copy of Meeting Invitation for 2025 Annual General Meeting of Shareholders and Annual Report 2024 (56-1 One Report)
 9. Notice of Personal Data Protection Policy for the Annual General Meeting of Shareholders

On February 25, 2025, the Board of Directors of Amata VN Public Company Limited (the "Company") passed a resolution to call the Annual General Meeting of Shareholders for the year 2025 to be held on **Wednesday, April 23, 2025 at 14:00 hrs. as an Electronic Meeting** in accordance with the Emergency Decree on Electronic Media Conferences B.E. 2563 (2020) and other applicable laws and regulations, to consider the matters according to the agenda together with the Board of Directors' opinions as follows:

Agenda Item 1 To consider and acknowledge the Annual Report and the Board of Directors' Report for the year 2024.

Preamble: The summary of the Company's performance and major changes during the year 2024 are contained in the Annual Report for the year 2024 as attached to this Notice (Attachment No. 1).

Board of Directors' opinion: The Board of Directors agrees and recommends that the Meeting acknowledge the Company's Annual Report for the year 2024 reporting the Company's performance and major changes during the year 2024 in form of 56-1 One Report.

Required votes for resolution: This agenda item is for acknowledge. Thus, no voting is required.

Agenda Item 2 To consider and approve the Company's audited Financial Statements for the year ended December 31, 2024.

Preamble: In compliance with Public Limited Company Act B.E. 2535 (1992) ("Public Limited Company Act"), the Company shall prepare financial statements at the end of the fiscal year of the Company, have it audited and certified by the Company's auditor and propose it to the shareholders for approval.

Board of Directors' opinion: The Board agrees and recommends to adopt the financial statements for the year ended December 31, 2024, as duly audited and certified by the auditor of EY Office Limited and reviewed by the Company's Audit Committee. Summary of the Company's financial status and performance during the year 2024 is as follows:

The Statements of Financial Position and the Income Statements

Unit: THB Million

	Consolidated	Company Only
Total Assets	14,793.84	3,997.77
Total Liabilities	8,564.66	1,028.59
Total Revenues	6,229.18	2,969.18
Profit attributable to equity	5,325.85	245.84
holders of the Company		
Earnings per Share (THB)	100.06	201.62

Details of the Financial Statement are shown in the Company's Annual Report for the year 2024 (Attachment No. 1).

Required votes for resolution: This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and approve appropriation of the legal reserve and annual dividend payment for the year ended December 31, 2024.

Preamble: Pursuant to Section 116 of the Public Limited Company Act and Article 56 of the Company's Articles of Association, the Company must allocate not less than five percent (5%) of its annual net profit, less the accumulated losses brought forward (if any), to a reserve fund

until this fund attains an amount of not less than ten percent (10%) of the registered capital. The Company has a policy to pay dividend of not less than forty percent (40%) of net profits after deductions of tax and legal reserves from the unconsolidated financial statements. In this regard, the Board of Directors will make decisions regarding dividend payment to the greatest benefits of shareholders by considering relevant factors such as retaining profits for the purpose of future capital expansion, debt repayment or internal working capital.

Board of Directors' opinion: Having considered the operating results of the Company for the Year 2024, the Board of Directors is of the opinion that it is appropriate to refrain from legal reserve and recommends the Meeting to approve the distribution of dividend for the year 2024 to the shareholders of the Company at THB 0.05 per share, or in total amount of approximately THB 53.29 Million.

Comparison of dividend payment:

Details of Dividend Payment	2024	2023	2022
Net Profit for the year on separate financial statements (THB Million)	201.62	403.11	419.09
Shares (Million Shares)	1,065.9	935	935
Dividend (THB/Share)	0.05	0.082	0.07
- Interim Dividend from net profit (THB/Share)	-	-	-
- Final Dividend from net profit (THB/Share)	0.05	0.082	0.07
Total Dividend approximately (THB Million)	53.29	77.00	65.45
Proportion of Dividend from net profit on separate financial statements	26%	19%	16%

The dividend payment rate for the year 2024 aligns with the Company's dividend payment policy.

Required votes for resolution: This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 To consider and approve the appointment of directors due to retire by rotation

Preamble: In compliance with Public Limited Company Act and Article 17 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. In a case that the number of directors cannot be divided into three parts, the nearest of such one-third of the directors shall be retired in which the retired directors may be re-elected to continue their services for another term. In this Meeting, three Directors who are retired by rotation are as follows:

(1) Dr. Huynh Ngoc Phien	Director, Vice Chairman and Member of Corporate Governance Committee
(2) Prof. Dr. Warapatr Todhanakasem	Independent Director, Chairman of Corporate Governance Committee and Chairman of Nomination and Remuneration Committee
(3) Mrs. Somhatai Panichewa	Director, Member of Corporate Governance Committee and Chairman of Risk Management Committee

The Company gave the minority shareholders an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the Director of the Company from December 15, 2024 to January 15, 2025 via the Stock Exchange of Thailand (SET) website and the Company's website. There was no agenda item nor nominee was proposed by the shareholders.

The Nomination and Remuneration Committee, excluding the Directors who having special interest, proposed the nominated directors to the Board of Directors to considered their qualifications to be re-elected in the Annual General Meeting of Shareholders for the year 2024. The Board of Directors considered according to the criteria and process of recruiting the Company's directors and sub-committees' directors that has been approved by the Board of Directors, including accordance to Good Corporate Governance of the Company and the Securities and Exchange Commission (SEC). Moreover, the Board of Directors had extensively discussed and carefully considered individual qualification by consider the diversity of the Board's structure, together with qualifications, knowledge, and expertise of the Board to be in line with the Company's strategy.

Board of Directors' opinion : The Board of Directors, excluding the Directors having special interest, extensively discussed and carefully considered the nomination of Directors by applying the nomination guidelines specified by the Nomination and Remuneration Committee and taking into consideration the qualifications of nominees: being knowledgeable with business expertise from various occupations, having a leadership qualification, being visionary, being an ethical person, being transparent and having clean work record. Both the director and independent director nominees are capable of expressing opinions independently, having suitable qualifications in accordance with concerned regulations and having well performed duties as Directors, in case of former Directors. The Board of Directors, excluding the Directors having special interest, agrees to propose the Meeting as following:

Re-election of the 3 retiring Directors as Directors of the Company for another term, comprising (1) Dr. Huynh Ngoc Phien, (2) Prof. Dr. Warapatr Todhanakasem and (3) Mrs. Somhatai Panichewa.

The 3 nominated persons do not hold any Director nor Executive position in other organization that could cause a conflict of interest with the Company. In addition, the Board has considered and acknowledged that (1) Dr. Huynh Ngoc Phien, (2) Prof. Dr. Warapatr Todhanakasem and (3) Mrs. Somhatai Panichewa are qualified as the Company's Directors. All are able to give constructive comments and manage other matters in accordance with related regulations including being capable to share their valuable experience, knowledge and expertise, which is beneficial to the Company's strategy and operation, according to the Sustainable Development model.

The curricula vitae of the nominated persons, their number of shares held in the Company, their position as Director or Executive in the listed company and other businesses including information about their relations, that needs to be disclosed, are shown in the attached documents (*Attachment No. 2*).

Required votes for resolution: This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5 To consider and approve the determination of the remuneration for the Company's Directors year 2025.

Preamble: According to Article 22 of the Company's Articles of Association, the remuneration and bonus to be paid to Directors will be determined by the shareholders.

Board of Directors' opinion: The Board has considered that the Directors' remuneration shall be determined from the performance of the Company and the duties and responsibilities of each committee member. The Board proposes that this Shareholders' Meeting fix the remunerations to be the same as the previous year as follows:

Remunerations for all Committees of the Company for the year 2025

1. Remuneration for the Board of Directors

1.1 Monthly compensation payable to	2025	2024
Chairman	THB 35,000/month	THB 35,000/month
Vice Chairman	THB 25,000/month	THB 25,000/month
Other Board members	THB 20,000/month	THB 20,000/month

1.2 Meeting allowance payable per meeting to

1.2 Meeting allowance payable per meeting to	2025	2024
Chairman	THB 50,000/month	THB 50,000/month
Vice Chairman	THB 40,000/month	THB 40,000/month
Other Board members	THB 30,000/month	THB 30,000/month

1.3 Director's annual bonus

2025 The Director's annual bonus is paid once a year at 2% of the announced dividend, but not exceeding THB 2 million. The Directors will allocate the amount among themselves.

2024 The Director's annual bonus is paid once a year at 2% of the announced dividend, but not exceeding THB 2 million. The Directors will allocate the amount among themselves.

1.4 Other benefits

2025 -None-

2024 -None-

2. Meeting allowance for the Audit Committee payable per meeting to

	2025	2024
Chairman	THB 50,000/month	THB 50,000/month
Other committee members	THB 30,000/month	THB 30,000/month

3. Meeting allowance for the Nomination & Remuneration Committee payable per meeting to

	2025	2024
Chairman	THB 50,000/month	THB 50,000/month
Other committee members	THB 30,000/month	THB 30,000/month

4. Meeting allowance for the Corporate Governance Committee payable per meeting to

	2025	2024
Chairman	THB 50,000/month	THB 50,000/month
Other committee members	THB 30,000/month	THB 30,000/month

5. Meeting allowance for the Risk Management Committee payable per meeting to

	2025	2024
Chairman	THB 50,000/month	THB 50,000/month
Other committee members	THB 30,000/month	THB 30,000/month

Executive Directors are not entitled to any of the above remuneration.

Details of remunerations for Directors and scope of their responsibility are written on page 119-120 and 100-106 of the 2024 Annual Report (Attachment No. 1).

Required votes for resolution: This agenda item must be approved with the votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Agenda Item 6 To consider and approve the appointment of the Company's Auditor and determine the remuneration for the year 2025.

Preamble: To comply with the requirements of the Securities and Exchange Commission regarding the requirement for listed companies to rotate the auditors who sign to certify the financial statements every 7 fiscal years, the Audit Committee has selected Mr. Boonlert Kamolchanokkul (C.P.A. Registration No. 5339) or Mr. Krit Chatchalawong (C.P.A. Registration No. 5016) or Ms. Nopanuch Apichatsatien (C.P.A. Registration No. 5266) of PricewaterhouseCoopers ABAS Limited, to be the Auditor of the Company for 2025 due to their high standard, expertise in auditing, independence in carrying out their responsibilities, and reasonable fees. If Mr. Boonlert Kamolchanokkul is appointed as the auditor in 2025, it will be his first year of auditing for the Company.

In the case that the aforementioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Limited shall have the authority to appoint any of its auditors to be the auditor of the Company.

In addition, the Audit Committee has selected PwC (Vietnam) Limited, under PwC Group same as PricewaterhouseCoopers ABAS Limited in Thailand, to be the Auditor for the Company's subsidiaries in Vietnam.

Board of Directors' opinion: The Board agrees with the Audit Committee to select PricewaterhouseCoopers ABAS Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

- 1) Appoint Mr. Boonlert Kamolchanokkul (C.P.A. Registration No. 5339) or Mr. Krit Chatchalawong (C.P.A. Registration No. 5016) or Ms. Nopanuch Apichatsatien (C.P.A. Registration No. 5266) of PricewaterhouseCoopers ABAS Limited as the auditors of the Company for the year 2025. The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.

In the case that the aforementioned auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Limited shall have the authority to appoint any of its auditors to be the auditor of the Company.

- 2) Approve the auditor fee for the Company's Financial Statements for the year 2025 of THB 1,400,000 (THB 140,000 lower than that of last year, equivalent to 9.1% decrease)

The proposed auditing firm has no relationship or conflict of interest with the Company, the Company's subsidiaries, the Management of the Company, major shareholders, or related persons of the said persons.

The fees are only for Audit Service with zero Non-Audit Fee. Details of last year's auditor fees are written in the 2024 Annual Report (*Attachment No. 1*) page 114.

Required votes for resolution: This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders for the year 2025 via Electronic Media (E-AGM) to be held on Wednesday, April 23, 2025 at 14:00 hrs. The shareholders shall submit documents or evidence showing their shareholder status or showing the proxy of the shareholders who is entitled to attend the meeting as specified in the attached document to the Company seven days in advance, or by April 16, 2025. When the Company has examined the names of shareholders according to the information as of the date of specifying the names of persons entitled to attend the meeting (Record date), the E-AGM service provider will send the link for joining the meeting together with the access manual to the email addresses that the shareholders have notified the Company 2 business days in advance of the meeting date.

Any shareholder wishing to appoint another person or independent director to attend the meeting instead, please find the information on how to authorize a proxy from *Attachment No. 4*, involving filling in and signing in the attached proxy form as in *Attachment No. 7*. Alternatively, the shareholders can download the Proxy 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) from www.amatavn.com and use only one of the specified.

If the shareholders wish to appoint the Board member to be proxy, the Company has independent directors who have no special interest in any agenda item and can be granted proxy. Details are in *Attachment No. 6*. Please submit the complete Proxy Form to the Company seven days in advance, or by April 16, 2025.

Yours sincerely,

By Order of the Board of Directors



Mrs. Somhatai Panichewa

COMPANY SECRETARY