

# Invitation to the 2021 Annual General Meeting of Shareholders The Erawan Group Public Company Limited

Tuesday 27<sup>th</sup> April 2021, at 14.00 hours

At Sukhumvit Grand Ballroom, JW Marriott Hotel Bangkok

4 Sukhumvit Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110

Download: Annual Report 2020 and Meeting Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=ERW&date=210427>

**No food and beverages will be served to reduce the risk of the spread of Covid-19.**

Note: Please kindly bring "Registration Form" to attend the meeting (Enclosure No.13)

## Contents

Invitation to the 2021 Annual General Meeting of Shareholders	3
---	---

### Enclosures:

1. Minutes of the 2020 Annual General Meeting of Shareholders	14
2. Annual Report 2020 (QR code)	31
3. Information to Appoint Directors	32
4. Qualification of Directors	37
5. Roles and Responsibilities of the Board of Directors and the Committee	40
6. Capital Increase Report Form (F53-4)	43
7. Key Features of the Warrants to Purchase Newly Issued Ordinary Shares of ERW No. 3 (ERW-W3)	56
8. Information for the Meeting	63
• Articles of Association relating to the Shareholders' Meeting.	
• Document Verifying Eligibility to Attend the Meeting	
• Registration for Attending the Meeting	
• Voting	
• Voting Procedures	
9. Proxy Forms	
• Proxy Form A	66
• Proxy Form B	67
• Proxy Form C	72
10. Information of the Company's Independent Directors who represent to be a proxy in the 2021 AGM	77
11. Enquiries Submission prior to the 2021 AGM	78
12. Map of the Meeting's place	79
13. Registration Form	

(Translation)

ERW027/GCG003/2021

March 26, 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

To: Shareholders

The Board of Directors' Meeting of The Erawan Group Public Company Limited ("ERW") no.2/2021 which was held on Tuesday, February 23, 2021 has resolved to convene the 2021 Annual General Meeting of Shareholders (2021 AGM) on Tuesday, April 27, 2021 at 14.00 hours at Sukhumvit Grand Ballroom, JW Marriott Bangkok, 4 Sukhumvit Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110 Thailand, to consider the agendas as follows:

**Agenda 1: To acknowledge the 2020 AGM minutes.**

The minutes of the 2020 AGM held on Wednesday, July 29, 2020 prepared by the Company Secretary and published on the Company's website: [www.theerawan.com](http://www.theerawan.com) on Thursday, August 13, 2020, within 14 days of the meeting and no opposition for such minutes.

The Board of Directors, who considered and concluded that the minutes was correctly recorded and reflected the resolutions of the Shareholders' meeting, propose that the Shareholders' meeting acknowledge the Minutes of the 2020 AGM. The copy of minutes is attached to this notice of the meeting as per the Enclosure No.1

**Board of Directors' Opinion:** The Shareholders should acknowledge the Minutes of the 2020 AGM.

**Agenda 2: To acknowledge the Company's operating results for the year 2020.**

The Company prepared the financial and non-financial operating result report for the year ended December 31, 2020 which was showed the Company's performance in 2020. The Board of Directors, who has considered the report and concluded that it was accurate and adequate, propose that the Shareholders' Meeting acknowledge the results of Company's operating in 2020 and adopt "the Report of the Board's Responsibility in the Financial Statements" for the year ended December 31, 2020 as shown in "Financial Information and Corporate Information" and "Management Discussion and Analysis (MD&A)" of the 2020 Annual Report delivered to the shareholders with this notice of the meeting as per the Enclosure No.2

**Board of Directors' Opinion:** The Shareholders should acknowledge the Company's operating results for the year 2020.

**Agenda 3: To consider and approve the Audited Financial Statements for the year ended December 31, 2020 including the auditor's report.**

The Financial Statements for the year ended December 31, 2020, which was audited and certified by the auditor of the Company, reviewed by the Audit Committee and endorsed by the Board of Directors, has presented correctly in accordance with Thai Financial Reporting Standards. The Board propose that the Shareholders' Meeting approve the Financial Statements for the year ended December 31, 2020. The details are as shown in 2020 annual report under the following sections: "Independent Auditor's Report", "Report of the Audit Committee to Shareholder" and "Report

of the Board's Responsibility in the Financial Statements" delivered to the shareholders with this notice of the meeting as per the Enclosure No.2. The summary of the Company's financial status and performance are as follows:

(Unit: million THB)

Items	Company Only	Consolidated
Total Assets	17,235.9	21,214.7
Total Liabilities	11,659.4	17,286.2
Total Shareholders' Equity	5,576.5	3,928.5
Total Revenues	1,131.1	2,348.5
Net Profit & (Loss)	(1,352.8)	(1,778.6)
Net Profit & (Loss) (Attributable to owners of company)	(1,352.8)	(1,715.3)
Earnings (Loss) per share (THB)	(0.5373)	(0.6813)

**Board of Directors' Opinion:** The Shareholders should approve the Audited Financial Statements for the year ended December 31, 2020 including the auditor's report which were certified by the Audit Committee and endorsed by the Board of Directors.

**Agenda 4: To consider and approve the omission of dividend payment for the fiscal year 2020.**

Since the consolidated financial statement for year 2020 indicated the net loss THB 1,715.26 Million, the Board of Directors therefore propose to this Shareholders' Meeting to consider the omission of dividend payment for the fiscal year 2020.

However, the dividend payment for year 2019 was at THB 0.07 per share that was in line with the Company's payment policy to distribute dividend in the rate of 40% of net profit on Consolidated Financial Statement after deductions of all categories of reserves as specified by law and the Company. The amount of the dividend (if any) would also be subject to the Company's cash flow and investment requirement.

**Board of Directors' Opinion:** The Shareholders should approve the omission of dividend payment for the fiscal year 2020.

**Agenda 5: To consider and appoint the directors in replacement of those who complete their terms by rotation.**

In compliance with the Clause No. 19 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, not less than one-third of the Directors shall retire. If the number of directors is not a multiple of three, the number of directors shall be the closest to one-third. The director who vacates his office may be re-elected. In the 2021 AGM, 4 directors will complete their terms according to the mentioned clause namely:

- |  |                      |
|--|----------------------|
| 1. Mr. Supol Wattanavekin                | Director             |
| 2. Assoc. Prof. Dr. Somprawin Manprasert | Independent Director |
| 3. Mr. Kasama Punyagupta                 | Director             |
| 4. Mr. Petch Krainukul                   | Director             |

The Board of Directors has considered the prudent and attentive opinion of the Nominating and Corporate Governance Committee, by which Mr. Supol Wattanavekin who has special interest on this agenda abstained from the consideration of qualification for self-appointment, and agreed that 4 directors have competence and experiences proven useful to the Company's operation, they have never been punished by an expulsion or removal from the organizations on the ground of corrupt practices in official duties, or imprisoned for an offence against property committed dishonestly, or undertaken any business of the same nature as and competing with that of the company, whether on his own account or on account of a third person. The Company, therefore, proposed the Shareholders' meeting to consider and approve the reappointment of all 4 directors to act as the directors for another term. The term of office will be three-year term starting from April 28, 2021 to the 2024 AGM.

The company's policy didn't allow the minor shareholder to nominate the candidate for the election of director to the Nominating and Corporate Governance Committee, then the committee has selected the candidates by following the Director's Selection Criteria and Guidelines of the company as shown in "Our Shareholders and Management Structure" of 2020 Annual Report (Enclosure No. 2) and the qualification of the selected candidates were met with the Director's Qualification set forth by the company, that is more intense than the minimum requirements of SEC, as shown in "Information to Appoint Directors" (Enclosure No. 3) and "Qualification of Directors" (Enclosure No. 4) which delivered to the shareholders with this notice of the meeting.

**Board of Directors' Opinion:** The Shareholders should approve the reappointment of all four directors to act as the directors for another term. The term of office will be three-year term. Directors who have conflict of interest will be abstained from this agenda.

**Agenda 6: To consider and approve the directors' remuneration for the year 2021.**

The Nominating and Corporate Governance Committee reviewed the remunerations of the Company's directors and members of the sub-committees on the basis of the "Roles and Responsibilities of the Board of Directors and the Committee" which has been delivered to the shareholders with this notice of the meeting (Enclosure No.5) and the significantly impact from the COVID-19 pandemic to the company business. As such, the Nominating and Corporate Governance Committee recommended the Board to endorse the reduction of the 2021 director's remunerations for 40% from the 2020 directors' remuneration and without any other benefits. The remuneration is consist of a retainer fee to be paid on a monthly basis and an attendance fee to be paid on the basis of a number of director's attendance to the meeting which both fees will not exceeding THB 5,470,000. Details are as follows:

<u>The Remunerations of the Company's directors</u>	<u>2021</u>	<u>2020</u>
<b><u>Retainer Fee</u></b>		
- Chairman	THB 27,000/month	THB 45,000/month
- 10 Directors each	THB 18,000/month	THB 30,000/month

	<u>2021</u>	<u>2020</u>
<b><u>The Attendance fee</u></b>		
1) Audit Committee		
- Chairman	THB 23,400/meeting	THB 39,000/meeting
- 2 Members each	THB 18,000/meeting	THB 30,000/meeting
2) The Strategic and Investment Committee		
- Chairman	THB 19,500/meeting	THB 32,500/meeting
- 6 Members each	THB 15,000/meeting	THB 25,000/meeting
- 1 Executive Director	-0-	-0-
3) The Nominating and Corporate Governance Committee		
- Chairman	THB 15,600/meeting	THB 26,000/meeting
- 2 Members each	THB 12,000/meeting	THB 20,000/meeting
4) The Management Development and Compensation Committee		
- Chairman	THB 15,600/meeting	THB 26,000/meeting
- 2 Members each	THB 12,000/meeting	THB 20,000/meeting

**Board of Directors' Opinion:** The Shareholders should approve the directors' remuneration for the year 2021 for not more than THB 5,470,000 and without any other benefits. The mentioned remuneration rate shall remain effective until resolved otherwise by the Shareholders' meeting. The proposal is appropriately recommended by the Nominating and Corporate Governance Committee and has been endorsed by the Board of Directors.

**Agenda 7: To consider and appoint the auditors and approve the audit fee for the year 2021.**

The Board of Directors and the Audit Committee considered selecting KPMG Phoomchai Audit Limited ("KPMG") as the Company's auditor caused its satisfactory auditing results and internationally well-recognized reputation. In complying with the Performance Standard, independence, the code of conduct and integrity, the Board of Directors propose that the Shareholders' meeting appoint the following auditors from KPMG to be the Company auditors for the fiscal year ended 2021 namely:

1. Ms. Chanarat Chanwa, Certified Public Accountant (Thailand) No.9052, who will certify the Company's Financial Statement for the first year and/or
2. Ms. Vilaivan Pholprasert, Certified Public Accountant (Thailand) No.8420 and/or
3. Ms. Vipavan Pattavanvivek, Certified Public Accountant (Thailand) No. 4795

In the event that the above auditors are unable to perform the duty, KPMG may provide a substitute auditor from KPMG to perform the duty. It is also proposed that the 2021 audit fee of the Company amounted to THB 2,597,600 (excluding transportation out of Bangkok and relevant miscellaneous expenses) which is less than the previous year (THB 3,247,000) by THB 649,400 or at 20%.

KPMG has no non-audit transaction with the Company and the proposed auditors have no relation and/or no conflict of interest to the Company, its subsidiaries, management, major shareholders or any persons in related to the aforementioned parties. Therefore, all proposed auditors are independent to audit and express their opinions for the Financial Statement of the Company.

KPMG has also been considered as the auditor of the Company's subsidiaries for the year 2021 with the audit fee amounted to THB 2,474,000 in Thailand and not over than THB 2,320,000 in overseas. The proposal is appropriately recommended by the Audit Committee and has been endorsed by the Board of Directors.

**Board of Directors' Opinion:** The Shareholders should approve the appointment of the auditors named above from KPMG as the Company's auditors for the year 2021 and the audit fee amounted to THB 2,597,600 (excluding transportation out of Bangkok and relevant miscellaneous expenses) which is less than the previous year (THB 3,247,000) by THB 649,400 or at 20%.

**Agenda 8: To consider and approve the reduction of the registered capital of the Company by cancelling the authorized but unissued shares.**

According to the Company's intention to increase the registered capital of the Company to (1) offer newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) and (2) reserve for the exercise of the right to purchase newly issued ordinary shares under the Company's warrants to purchase newly issued ordinary shares No.3 (ERW-W3), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings as detailed in Agenda 10 - 13. However, pursuant to Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA"), provides that a public limited company may increase its capital by issuing new shares provided that all of its shares have been issued and paid-up, unless the remaining shares are reserved to accommodate the exercise of convertible debentures or warrants.

Therefore, the Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the reduction of the registered capital of the Company by cancelling the authorized but unissued shares in the amount of THB 271,131,681 from the existing registered capital of THB 2,788,664,866 to THB 2,517,533,185 by cancelling 271,131,681 authorized but unissued shares at a par value of THB 1.00 per share which was issued to accommodate the issuance and offering of newly issued ordinary shares to employees of the Company and subsidiaries (ESOP#4) and the issuance and offering of newly issued ordinary shares of the Company under the General Mandate.

**Board of Directors' Opinion:** The Shareholders should approve the reduction of the registered capital of the Company by cancelling the authorized but unissued shares in the amount of THB 271,131,681 from the existing registered capital of THB 2,788,664,866 to THB 2,517,533,185 by cancelling 271,131,681 authorized but unissued shares at a par value of THB 1.00 per share as the Board of Directors' proposal.

**Agenda 9: To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital**

The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital as follows:

"No. 4	The registered capital	2,517,533,185 Baht	(Two billion five hundred seventeen million and five hundred and thirty-three thousand and one hundred eighty-five baht)
	divided to	2,517,533,185 shares	(Two billion five hundred seventeen million and five hundred and thirty-three thousand and one hundred eighty-five shares)
	Share Value	1.00 Baht	(One Baht)

Divided to

Common Stock	2,517,533,185 shares	(Two billion five hundred seventeen million and five hundred and thirty-three thousand and one hundred eighty-five shares)
Preferred Stock	-	( - )"

**Board of Directors' Opinion:** The Shareholders should approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered capital.

**Agenda 10: To consider and approve the increase of the registered capital of the Company to offer to the existing shareholders of the Company in proportion to their respective shareholdings and to reserve for the exercise of the right to purchase newly issued ordinary shares under the Company's warrants to purchase newly issued ordinary shares No.3 (ERW-W3)**

Since the Company intends to increase its registered capital in order to strengthen its financial position, which will help the Company in having an appropriate capital structure for business expansion and allow the Company to expand its business investments at an appropriate financial ratio. Moreover, the Company may use such proceeds to support investment opportunities in the hotel business for future business expansion and assets improvement to maintain business competitiveness, thereby, creating a good growth opportunity according to the long-term strategic plans of the Company. The Company will focus on the investment in budget hotels segment, both in Thailand and across the Asia Pacific region. This will increase the contribution of revenue and profit from the domestic customer and reduce reliance on foreign customer which will help the Company to have more stable stream of revenue and profit as well as to reduce the Company's overall risks. In addition, the capital increase will help the Company to have financial flexibility as well as utilize such proceeds as working capital in the existing projects of the Company and for debt repayment.

The Board of Director deemed it appropriate to propose that the shareholders' meeting to consider and approve the increase of the registered capital of the Company by THB 2,373,674,145 from the existing registered capital of THB 2,517,533,185 to THB 4,891,207,330 by issuing up to 2,373,674,145 newly issued ordinary shares at a par value of



THB 1.00 per share in order to (1) offer to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) and (2) reserve for the exercise of the right to purchase newly issued ordinary shares under the Company's warrants to purchase newly issued ordinary shares No.3 (ERW-W3), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings. Details on the increase of the registered capital of the Company are as shown in the Capital Increase Report Form (F 53-4) (Enclosure No. 6)

**Board of Directors' Opinion:** The Shareholders should approve the increase of the registered capital of the Company by THB 2,373,674,145 from the existing registered capital of THB 2,517,533,185 to THB 4,891,207,330 by issuing up to 2,373,674,145 newly issued ordinary shares at a par value of THB 1.00 per share as the Board of Directors' proposal.

**Agenda 11: To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital**

The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the registered capital as follows:

"No. 4. The registered capital	4,891,207,330 Baht	(Four billion eight hundred and ninety-one million and two hundred and seven thousand and three hundred and thirty baht )
Divided to	4,891,207,330 shares	(Four billion eight hundred and ninety-one million and two hundred and seven thousand and three hundred and thirty shares)
Share value	1.00 Baht	(One bath)
Divided to		
Common stock	4,891,207,330 shares	(Four billion eight hundred and ninety-one million and two hundred and seven thousand and three hundred and thirty shares)
Preferred stock	-	( - )"

**Board of Directors' Opinion:** The Shareholders should approve the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital.

**Agenda 12: To consider and approve the issuance of the warrants to purchase newly issued ordinary shares of the Company No. 3 (ERW-W3) for allocation to existing shareholders of the Company in proportion to their respective shareholdings.**

The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider and approve the issuance of the warrants to purchase newly issued ordinary shares of the Company No. 3 (ERW-W3) at no cost, (zero Baht) in the amount of up to 359,647,597 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at the ratio of 7 existing ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 3 years from

the issuance date, having an exercise ratio of 1 unit of warrant per 1 newly issued ordinary share at an exercise price of THB 3.00 (the “ERW-W3 Warrants”). Details on the ERW-W3 Warrants are as shown in “Key Features of the Warrants to Purchase Newly Issued Ordinary Shares of the Erawan Group Public Company Limited No. 3 (ERW-W3)” (Enclosure no. 7).

The record date for determining the rights of shareholders to receive the ERW-W3 Warrants will be May 12, 2021. However, the determination of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.

In addition, the Board of Directors also deemed it appropriate to propose that the shareholders’ meeting to consider and approve the authorization of the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the issuance and allocation of the ERW-W3 Warrants, including, but not limited to determining or modifying the criteria, terms and conditions, and other details related to the issuance and allocation of the ERW-W3 Warrants, including the payment method, the exercise date, and any other relevant terms and details, or not allocating the ERW-W3 Warrants to any shareholders if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions. The said person(s) shall also be authorized to negotiate, agree and sign any relevant documents and agreements and perform any other necessary actions related to the issuance and allocation of the ERW-W3 Warrants, the listing of the ERW-W3 Warrants and the newly issued ordinary shares to be issued upon exercising the right to purchase newly issued ordinary shares under the ERW-W3 Warrants on the Stock Exchange of Thailand, as well as to proceed with applications for the necessary approval from relevant authorities and to appoint and designate other appropriate persons to be the substitute attorney in fact to perform the above.

**Board of Directors’ Opinion:** The Shareholders should approve the issuance of the Company’s warrants to purchase newly issued ordinary shares No.3 (ERW-W3) at no cost (zero Baht) in the amount of up to 359,647,597 units for the allocation to existing shareholders of the Company in proportion to their respective shareholdings at the ratio of 7 existing ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 newly issued ordinary share at an exercise price of THB 3.00 per share whereby the issuance conditions including the authorization of the Board of Directors and/or the designated person shall be compliance with the Board of Directors’ proposal.

**Agenda 13: To consider and approve the allocation of newly issued ordinary shares of the Company to offer to the existing shareholders of the Company in proportion to their respective shareholdings and to reserve for the exercise of the right to purchase newly issued ordinary shares under the Company’s warrants to purchase newly issued ordinary shares No.3 (ERW-W3)**

The Board of Directors deemed it appropriate to propose that the shareholders’ meeting to consider and approve the allocation of up to 2,373,674,145 newly issued ordinary shares of the Company at a par value of THB 1.00 per share details as follows:

- 1) To allocate up to 2,014,026,548 newly issued ordinary shares for an offering to the existing shareholders of the Company in proportion to their respective shareholdings at the ratio of 1.25 existing ordinary shares to 1 newly

issued ordinary share at the offering price of THB 1.00 per share, in the case of a fraction of a share, the fraction shall be rounded down, and any new ordinary shares remaining unsubscribed from the first allocation will be re-allocated to every shareholder who has oversubscribed for and fully paid the price of the subscribed shares, whereby each round of reallocation will be made accordingly in proportion to their respective shareholding of each oversubscribing shareholder (the “Rights Offering”). In this regard, the allocation of the oversubscribed shares shall be made in accordance with the following details:

- 1.1 In the case that the number of shares remaining from the first allocation to the existing shareholders in proportion to their respective shareholdings is higher than or equal to the number of shares which are oversubscribed for by the existing shareholders, the Company will allocate the remaining shares to all oversubscribing shareholders who have fully paid the price of the oversubscribed shares in accordance with the number of shares for which they have expressed their intention to oversubscribe.
- 1.2 In the case that the number of shares remaining from the first allocation to the existing shareholders in proportion to their respective shareholdings is lower than the number of shares which are oversubscribed by the existing shareholders, the Company will allocate the remaining shares to the oversubscribing shareholders as follows:
  - a) The Company will allocate the remaining shares by multiplying the shareholding percentage of each oversubscribing shareholder by the number of the remaining shares, the result thereof will be in the whole number of shares to be allocated to the oversubscribing shareholders. In the case of a fraction of a share, the fraction shall be rounded down. However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for.
  - b) In the case where there are shares remaining from the allocation pursuant to 1.2 a), the Company will allocate the remaining shares to each oversubscribing shareholder who has not been fully allocated with oversubscribed shares by multiplying the shareholding percentage of each oversubscribing existing shareholder by the number of the remaining shares, the result thereof will be the whole number of shares to be allocated to the oversubscribing shareholders. In the case of a fraction of a share, the fraction shall be rounded down. However, the number of shares to be allocated shall not exceed the number of shares for which each shareholder has subscribed and fully paid for. The Company shall allocate the oversubscribed shares to the oversubscribing shareholders in accordance with the procedures under this provision until there are no shares remaining from the allocation.

If any subscription of shares results in any subscribing shareholder holding the shares in the amount which reaches or exceeds the point where a tender offer to purchase all securities of the Company is required, and does not fall under any exemptions stipulated under the relevant laws and regulations, such shareholder must comply with the obligations stipulated under the relevant laws and regulations.

The record date for determining the rights of the Company's shareholders who will be offered to subscribe for newly issued ordinary shares in the Rights Offering will be May 12, 2021. However, the determination and details of such right remains uncertain and subject to an approval of the Annual General Meeting of shareholders.

However, the Company reserves the right to not offer or allocate the new ordinary shares in the Rights Offering to any shareholder if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions.

- 2) To allocate up to 359,647,597 newly issued ordinary shares for the exercise of the right to purchase newly issued ordinary shares under the ERW-W3 Warrants, which will be issued to existing shareholders of the Company at no cost, (zero baht) in proportion to their respective shareholdings at the ratio of 7 existing ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of up to 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 newly issued ordinary share at an exercise price of THB 3.00.

In this respect, the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to undertake any actions with regard to the allocations of such newly issued ordinary shares including, but not limited to;

- (1) determining or modifying the terms and other details in relation to the Rights Offering and the allocation of newly issued ordinary shares issued for the exercise of the right to purchase newly issued ordinary shares under the ERW-W3 Warrants including: (i) not offering or allocating the newly issued ordinary shares in Rights Offering if such offering or allocation will or may result in the Company being subject to any obligations under the law of other jurisdictions, (ii) the subscription period and payment method of the Rights Offering, and (iii) any other terms and details relating to the foregoing matters;
- (2) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocations of such newly issued ordinary shares.
- (3) execution of application for permission and waiver, any necessary evidence in connection with the allocations of such newly issued ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such newly issued ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the allocations of such newly issued ordinary shares; and
- (4) appointing and designating other appropriate persons to be the substitute attorney in fact to perform the above.

**Board of Directors' Opinion:** The Shareholders should approve the allocation of up to 2,373,674,145 newly issued ordinary shares of the Company at a par value of THB 1.00 per share whereby the allocation condition including the authorization of the Board of Directors and/or the designated person shall be compliance with the Board of Directors' proposal.

#### Agenda 14: Others (If any)

This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries (if any). No matters will be proposed for consideration and approval. Therefore, no voting will be made.

**Board of Directors' Opinion:** The Shareholders are free to ask any questions and give their opinions on the issues that aside from the meeting's agenda.

Since the Company is concerned over Shareholder's health and safety, we would like to request that Shareholders follow the measures and guidelines for attending the meeting under the circumstance of the Coronavirus 2019 (COVID-19) outbreak. The Company kindly ask for the Shareholders' cooperation to appoint the Company's Independent Directors of those persons appear in the Enclosure No. 10 Information of the Company's Independent Directors who represent to be a proxy in the 2021 AGM by using proxy forms as attached Enclosure No. 9 for your convenience, the Company would recommend the Proxy Form B, which provides more definite details of the authorization, to attend the meeting on your behalf and submit relevant questions prior to the meeting.

For shareholders who wish to join the meeting in person, please inform the Company in advance. The Company will arrange the meeting venue with appropriate physical distancing measure and provide the strictly health screening process at the meeting venue that may cause a delay in the screening and registration process for the meeting, the Company hereby apologizes for any such inconvenience that may arise.

Respectfully yours,



(Mr. Chanin Vongkusolkrit)

Chairman of the Board of Directors

The Erawan Group Public Company Limited