

-Translation-

Invitation to the 2023 Annual General Meeting of Shareholders

The Erawan Group Public Company Limited

Tuesday 25<sup>th</sup> April 2023, at 14.00 hours

by Electronic Method only

The registration will be started at 13.00 hours

Download: 56-1 One Report 2022 and Invitation to the Meeting

**Company / Securities Information**



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=ERW&date=230425>

The registration Username and Password cannot log-in more than one device.

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(Translation)

ERW008/GCG003/2023

March 24, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders

The Board of Directors' Meeting of The Erawan Group Public Company Limited ("ERW") was held on Tuesday, February 21, 2023 has resolved to convene the 2023 Annual General Meeting of Shareholders (AGM) by Electronic Method (E-Meeting) on Tuesday, April 25, 2023 at 14.00 hours to consider the agendas as follows:

**Agenda 1: To acknowledge the 2022 AGM minutes.**

The Company Secretary prepared the minutes of the 2022 AGM held on Tuesday, April 26, 2022 and published on the Company's website: [www.theerawan.com](http://www.theerawan.com) on May 10, 2022, within 14 days of the meeting and no opposition for such minutes.

The Board of Directors considered and concluded that the minutes was correctly recorded and reflected the resolutions of the Shareholders' meeting. Therefore, the Board propose this Shareholders' meeting acknowledge the Minutes of the 2022 AGM. The copy of the minutes has been sent to the shareholders together with the notice of this meeting as per Enclosure No.1.

**Board of Directors' Opinion:** The Shareholders should acknowledge the Minutes of the 2022 AGM.

**Agenda 2: To acknowledge the Company's operating results for the year 2022.**

The Company prepared the financial and non-financial operating result report for the year ended December 31, 2022 which was shown the Company's performance in 2022. The Board of Directors has considered the report and concluded that it was accurate and adequate, propose this Shareholders' Meeting acknowledge the results of Company's operating in 2022 and the Report of the Board's Responsibility in the Financial Statements for the year ended December 31, 2022. The Details are as show in Enclosure No. 2 the 56-1 One Report 2022 under the following sections: Part 1 "Management Discussion and Analysis" and Part 3 "Financial Statement" which can be downloaded from QR Code in the invitation letter.

**Board of Directors' Opinion:** The Shareholders should acknowledge the Company's operating results for the year 2022.

**Agenda 3: To consider and approve the Audited Financial Statements for the year ended December 31, 2022 including the auditor's report.**

The Company prepared the Financial Statements for the year ended December 31, 2022, which was audited and certified by the auditor of the Company. The Board and the Audit Committee considered it was correct, complete and adequate in accordance with Thai Financial Reporting Standards, and therefore wish to propose it to this Shareholders' Meeting for approval. The details are as shown in Enclosure No. 2 the 56-1 One Report 2022 under the following sections: Part 3 "Financial Statement". The summary of the Company's financial status and performance are as follows:

(Unit: million THB)

Items	Company Only	Consolidated
Total Assets	16,380.2	21,711.8
Total Liabilities	9,314.2	15,990.2
Total Shareholders' Equity	7,066.0	5,721.6
Total Revenues	2,234.1	4,717.3
Net Profit & (Loss)	(265.7)	(213.1)
Net Profit & (Loss) (Attributable to owners of company)	(265.7)	(224.2)
Earnings (Loss) per share (THB)	(0.0586)	(0.0495)

**Board of Directors' Opinion:** The Shareholders should approve the Audited Financial Statements for the year ended December 31, 2022 including the auditor's report which was 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 2022.**

Since the Consolidated Financial Statement for the year ended December 31, 2022 indicated a net loss of 224.2 million baht., the Board of Directors therefore propose this Shareholders' Meeting consider the omission of dividend payment for the fiscal year 2022 same as previous year that the company has the net loss 2,050.2 million baht. However, the Company's payment policy is 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.

**Board of Directors' Opinion:** The Shareholders should approve the omission of dividend payment for the fiscal year 2022.

**Agenda 5: To consider and appoint directors.**

In compliance with 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 closest to one-third. The directors retiring by rotation may be re-elected. In the 2023 AGM, 4 directors will complete their terms according to the mentioned clause namely:

- |                             |                      |
|-----------------------------|----------------------|
| 1. Dr. Kulpatra Sirodom     | Independent Director |
| 2. Mr. Ekasith Jotikasthira | Independent Director |
| 3. Mrs. Panida Thepkanjana  | Director             |
| 4. Mrs. Arada Vongkusolkrit | Director             |

to replace those retiring by rotation and it is considered appropriate to appoint the new director, namely, Mr. Youssef EL KHOMRI, the President of The Erawan Group Plc. The Company has allowed Shareholders to propose 2023 AGM agenda and Director Nominee in advance, as our established rules and regulations which have been published on the company's website at [www.TheErawan.com](http://www.TheErawan.com), from November 1, 2022 to December 31, 2022, however, there was no proposed agenda and Director Nominee.

The Board of Directors has considered the prudent and attentive opinion of the Nominating and Corporate Governance Committee that has selected the candidates by following the Director's Selection Criteria and Guidelines of the company. The details are as shown in Enclosure No. 3 "Information to Appoint Directors" and Enclosure No. 2 the 56-1 One Report 2022 under the following sections: Part 2 "Corporate Governance Structure" and "Qualification of Directors" that is more intense than the minimum requirements of SEC,

With regard to Mr. Ekasith Jotikasthira who has been appointed as an Independent Director since 2009 AGM with total 14 year period of directorship, the Nominating and Corporate Governance Committee has considered in the Board and Sub-Committee's meetings and it was agreed that Mr. Ekasith Jotikasthira has explicitly demonstrated his independence of thought and action by giving an opinion without being influenced by others in the meeting and have insightful understanding of the company business that results to perform as an independent director more effectively.

The Board of Directors has considered and agreed that the nominated independent directors have their qualifications in accordance with the law relating to the independent director requirements and the other nominee directors, totaling 5 persons 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, propose the Shareholders' meeting to consider and approve the reappointment of four directors to act as the directors for another term and appoint Mr. Youssef EL KHOMRI as the director. The shareholder shall vote for each individual candidate nominated for directors, but not exceeding the number of directors required for that election. The vote shall not be distributed. The term of office will be a three-year term starting from April 26, 2023 to the 2026 AGM.

**Board of Directors' Opinion:** The Shareholders should approve the appointment of 5 nominees to be directors. The term of office will be a three-year term starting from April 26, 2023 to the 2026 AGM. All nominees will be abstained from this agenda.

**Agenda 6: To consider and approve the directors' remuneration for the year 2023.**

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 director's roles and responsibility which was shown in Enclosure No. 2 the 56-1 One Report 2022 under the following sections: Part 2 "Roles and Responsibilities of the Board of Directors and the Committee" and recommended the Board to endorse the 2023 director's remunerations' rate for not more than THB 5,000,000. Details are as follows:

	<u>2023</u>	<u>2022</u>
<b><u>Retainer Fee</u></b>		
- Chairman	THB 45,000/month	THB 27,000/month
- Director	THB 30,000/month	THB 18,000/month
<b><u>The Attendance fee</u></b>		
1) Audit Committee		
- Chairman	THB 39,000/meeting	THB 23,400/meeting
- Member	THB 30,000/meeting	THB 18,000/meeting
2) The Nominating and Corporate Governance Committee		
- Chairman	THB 26,000/meeting	THB 15,600/meeting
- Member	THB 20,000/meeting	THB 12,000/meeting
3) The Management Development and Compensation Committee		
- Chairman	THB 26,000/meeting	THB 15,600/meeting
- Member	THB 20,000/meeting	THB 12,000/meeting

**Board of Directors' Opinion:** The Shareholders should approve the directors' remuneration for the year 2023 for not more than THB 5,000,000 and without any other benefits. 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 2023.**

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 the Shareholders' meeting appoint the following auditors from KPMG to be the Company auditors for the fiscal year ended 2023 namely:

1. Ms. Chanarat Chanwa, Certified Public Accountant (Thailand) No.9052, who will certify the Company's Financial Statement for the third year and/or
2. Ms. Vipavan Pattavanvivek, Certified Public Accountant (Thailand) No. 4795 and/or
3. Ms. Vannaporn Jongperadechanon, Certified Public Accountant (Thailand) No. 4098

and to approve the 2023 audit fee of the Company amounted to THB 2,925,000 (excluding transportation out of Bangkok and relevant miscellaneous expenses) which is higher than the previous year (THB 2,461,600) by THB 463,400 or at 18.8% and without other service fee.

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

The Company's subsidiaries also appointed KPMG, the same auditing office, as the auditor for the year 2023 with the audit fee amounted to THB 2,452,500 in Thailand and not over than THB 1,870,000 in overseas.

**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 2023 and the audit fee amounted to THB 2,925,000 (excluding transportation out of Bangkok and relevant miscellaneous expenses). The proposal is appropriately recommended by the Audit Committee and has been endorsed by the Board of Directors.

**Agenda 8: 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 done.

**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.

The shareholders who will attend the 2023 AGM (E-meeting), please follow "Guidelines for attending the AGM through Electronic Method (E-Meeting) and the Appointment of Proxy" as per Enclosure No. 5. The Company would recommend the shareholder to appoint the Company's Independent Directors, of those persons appear in Enclosure No. 5 on the topic of "Information of the Company's Independent Directors who represent to be a proxy in the 2023 AGM" and using Proxy forms B (Enclosure No. 6) to attend the meeting and voting on your behalf.

The Company provided the information, fact and reasons of each meeting's agenda for your consideration and approval. The 56-1 One Report 2022 was made in the form QR Code, which has been sent to the shareholders together with the notice.

Respectfully yours,



(Mr. Chanin Vongkusolkrit)

Chairman of the Board of Directors

The Erawan Group Public Company Limited