

20 March 2024

- Subject: Notice of the 2024 Annual General Meeting of Shareholders
- Attention: Shareholders of Britania Public Company Limited
- Enclosures
1. One copy of the 2023 Annual Report (Form 56-1 One Report) and the Statement of Financial Position for the fiscal year ended 31 December 2023 (QR CODE).
  2. Profiles of the candidates nominated for election as directors to replace those who are due to retire by rotation.
  3. Summary of the debenture issuance plan in the amount of not exceeding THB 1,500,000,000 (One Billion Five Hundred Million) of the Company.
  4. Copy of the Articles of Association of the Company regarding the Shareholders' Meeting.
  5. Profiles of Independent Directors for the Appointment as Proxy by the Shareholders.
  6. Proxy Form A (general form), Proxy Form B (form with specific details), and Proxy Form C (for a foreign investor who appoints a Custodian in Thailand to be a share depository and keeper) (separate from the Shareholders' Meeting notice).
  7. Guidelines for attending the Shareholders' Meeting through electronic media (e-AGM) and appointment of proxy.
  8. Registration Form for attending the AGM through electronic media (e-AGM).

Britania Public Company Limited (the “**Company**”) hereby informs you that, the Board of Directors of the Company has resolved to convene the 2024 Annual General Meeting of Shareholders on Wednesday, 24 April 2024, at 14.00 hrs., through electronic media (E-Meeting) in accordance with the criteria of electronic meeting specified by laws, in order to consider the following agenda items:

**Agenda Item 1: Message from Chairman**

**Agenda Item 2: To consider and acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors**

Objectives and Rationale: In order to comply with Section 56 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) (the “**SEC Act**”), Section 113 of the Public Limited Companies Act B.E. 2535 (including any amendment thereto) (the “**PLC Act**”) as well as Article 40 of the Articles of Association of the Company, the Company has prepared and

delivered the 2023 operational results and the Annual Report of the Board of Directors to the Shareholders' Meeting to acknowledge the operational results of the Company in the past year of which details are shown in the 2023 Annual Report (Form 56-1 One Report) (QR CODE), which is delivered to all shareholders together with this notice, as set out in Enclosure 1

**Opinion of the Board:**

The Board of Directors deemed it appropriate to report the 2023 operational results of the Company and the Annual Report of the Board of Directors to the Shareholders' Meeting to acknowledge.

**Voting Requirements:**

This agenda item is only for acknowledgment; therefore, no voting is required.

**Agenda Item 3: To consider and approve the Financial Statements and the Comprehensive Income Statement for the year ended 31 December 2023 which have been audited by the certified public accountant**

**Objectives and Rationale:**

In order to comply with Section 56 of the SEC Act, and Section 112 of the PLC Act, as well as Article 40 of the Articles of Association of the Company, the Company has prepared the Statement of Financial Position and the Comprehensive Income Statements for the fiscal year ended 31 December 2023 as set out in the 2023 Annual Report (Form 56-1 One Report) and the Statement of Financial Position for the fiscal year ended 31 December 2023 (QR CODE) which is delivered to all shareholders together with this notice, as set out in Enclosure 1. In this regard, such the Statement of Financial Position and the Comprehensive Income Statements for the year ended 31 December 2023 have been audited by the certified public accountant, and reviewed by the Audit Committee, and approved by the Board of Directors' Meeting. The summary of this statement is as follows:

Transactions from the Consolidated Financial Statements	31 December 2023	31 December 2022	31 December 2021
Total Assets	19,907,903,404	12,842,892,311	9,116,173,451
Total Liabilities	14,561,154,600	7,979,641,750	5,729,719,008
Shareholders' equity	5,346,748,804	4,863,250,561	3,386,454,443
Total Revenues	5,861,853,375	6,295,703,013	3,815,811,459
Profits (losses) before income	1,628,914,836	1,870,796,211	753,574,997
Net profits (losses)	1,194,525,959	1,470,540,630	602,485,230

Transactions from the Consolidated Financial Statements	31 December 2023	31 December 2022	31 December 2021
Earnings (loss) per share	1.40	1.72	0.99

\*\*Remark: Adjusted under the accounting standard

Opinion of the Board:

The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to approve the Statement of Financial Position and the Comprehensive Income Statements for the year ended 31 December 2023 which have been audited by the certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors' Meeting. In this regard, the Board of Directors and the Audit Committee have provided their opinions in the "Report on Responsibilities of the Board of Directors towards the Financial Report" and "the Report of the Audit Committee" which appear in the 2023 Annual Report (Form 56-1 One Report (QR Code) which is delivered to all shareholders together with this notice, as set out in Enclosure 1.

Voting Requirements:

The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 4: To consider and approve the dividend payment for the year 2023**

Objectives and Rationale:

Section 116 of the PLC Act and Article 45 of the Articles of Association of the Company provide that the Company shall appropriate part of its annual net profits to a legal reserve fund in an amount of not less than 5 (Five) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10 (Ten) percent of the registered capital.

In this regard, as of 31 December 2023; the Company has fully appropriated the net profits to be a legal reserve fund as required by laws in the amount of THB 42,857,000 (Forty-Two Million Eight Hundred and Fifty-Seven Thousand Thai Baht), accounting for 10 (Ten) percent of the registered capital of THB 428,570,000 (Four Hundred Twenty-Eight Million Five Hundred and Seventy Thousand Thai Baht), therefore, the Company is not required to appropriate for any other legal reserve fund for 2023.

In addition, Section 115 of the PLC Act and Article 44 of the Articles of Association provide that the Company shall not pay the dividend out of fund other than profits. In case that the Company sustains the accumulated loss, no dividends may be paid. The Company amended the dividend

payment policy by distribution the dividend to shareholders 2 (two) times per year, at a rate of not less than 40 (Forty) percent of the net profits in accordance with the Separate Financial Statements, after the deducting the corporate income tax and any legal reserve fund annually specified by laws and the Company.

According to the operational results of 2023, the Separate Financial Statements of the Company has shown that the Company has net profits of THB 1,526,412,182.58 (One Billion Five Hundred Twenty-Six Million Four Hundred and Twelve Thousand One Hundred Eighty-Two Baht Fifty-Eight Satang). Then, the Company wishes and deems it appropriate to distribute the dividends to shareholders in cash to its shareholders, based upon the last 6 (six) months of 2023 and retained earnings. The Company will pay dividends to shareholders in the rate per share is THB 0.603 (Zero Point Six Zero Three) per share, calculated as a total dividend payment not exceeding THB 514,407,903.30 (Five Hundred Fourteen Million Four Hundred Seven Thousand Nine Hundred Three Baht Thirty Satang).

In addition, in 2023, the Company paid interim dividends in accordance with the resolution of the Board of Directors' Meeting No. 8/2023 on 11 August 2023 for the first 6 (six) months of 2023 at the rate of THB 0.115 per share (Zero Point One One Five) or calculated as an amount not exceeding THB 98,104,326.50 (Ninety-Eight Million One Hundred Four Thousand Three Hundred Twenty-six Baht Fifty Satang) with the company paying dividends in cash.

Therefore, in 2023, the company will pay a total dividend of not more than THB 612,512,229.80 (Six Hundred Twelve Million Five Hundred Eleven Twelve Thousand Two Hundred Twenty-Nine Baht Eighty Satang) or calculated as the dividend payment rate in 2023, calculated as 46.72 percent, which is in accordance with the company's dividend payment policy. of net profit according to the separate financial statements.

Which is in the line with the dividend payment policy of the Company. In this regard, 2 May 2024 is scheduled as the date to record the names of the shareholders who are entitled to receive dividend (Record Date) and 16 May 2024 is scheduled as the date for dividend payments.

In this regard, such the right to receive dividend is still uncertain, as this matter is required to be further approved by the shareholders' meeting.

Details	Date
Date on which an XD sign is posted	30 Apr 2024
Record Date	2 May 2024
Dividend payment date	16 May 2024

### A Comparison of the Dividend Payment in the previous years

Details of the Payment of Dividend	2023 (Proposed Year)	2022	2021
1. Number of issued and paid-up shares (share)	852,650,000	852,650,000	-
2. Number of issued and paid-up shares including the exercise of ESOP (share)	853,081,100	852,805,200	-
3. Dividend per Share (THB/share)	0.718	0.721	-
3.1 Interim Dividend (THB/share)	0.115	-	-
3.2 Other Dividend (THB/share)	0.603	0.721	-
4. Total Dividend Payment (THB)	612,512,229.80	614,872,549.20	-
4.1 Interim Dividend (THB)	98,104,326.50	-	-
4.2 Other Dividend (THB)	514,407,903.30	614,872,549.20	-
5. Net Profits (losses) under the Separate Financial Statements	1,526,412,182.58	1,536,515,774.07	-
6. Rate of dividend payment after comparing with net profits under the Separate Financial Statements (percent)	46.72	40.02	-

Remark: The 2022 Annual General Meeting resolved to omit the dividend payment for the year of 2021.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to approve non-appropriation of profits to a legal reserve fund for year 2023 and approve the dividend payment at the rate

of THB 0.603 (Zero Point Six Zero Three) per share, totaling not exceeding THB 514,407,903.30 (Five Hundred Fourteen Million Four Hundred Seven Thousand Nine Hundred Three Baht Thirty Satang). 2 May 2024 is scheduled as the date to record the names of the shareholders who are entitled to dividend payment (Record Date) and 16 May 2024 is scheduled as the date for dividend payment. However, such the right to receive dividend is still uncertain, as this matter is required to be further approved by the Shareholders' Meeting.

Voting Requirements:

The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 5: To consider and approve the election of the directors who are due to retire by rotation and the appointment of the new director**

Objectives and Rationale:

Section 71 of the PLC Act and Article 17 of the Articles of Association of the Company provide that, at every annual general meeting of shareholders, 1/3 (one-third) of the directors shall retire from the office. If the number of directors is not a multiple of 3 (three), then the number nearest to 1/3 (one-third) shall retire from the office. In this regard, a director who vacates office under this provision may be re-elected.

In the 2024 Annual General Meeting of Shareholders, there are 3 (three) directors who are required to retire from the office as follows:

1. Mr. Mayta Chanchamcharat Chairman
2. Mr. Theeradej Kerdsamang Director
3. Mr. Than Siripokee Independent Director

In this regard, the Company has provided the shareholders with the opportunity to nominate persons to be elected as directors in advance for the 2024 Annual General Meeting of Shareholders, from 17 November 2023 to 16 February 2024, via the Company's website. It appeared that no shareholder nominating a person to be elected as a director of the Company.

The Board of Directors, therefore; has followed the guidelines for nominating directors, by considering the suitability, qualifications, education, experiences, skills, professional expertise, including the composition of the total number of directors of the Company, as well as the efficiency and the performance as the director of the Company in the past, with all due circumspection. It turned out that those 3 (three) directors, who are due to retire by rotation, are qualified and suitable for the Company's business operations, including that, in the

past, all directors perform of their duties well and efficiently and were able to express their opinions independently and in accordance with the relevant rules.

Therefore, the Board of Directors' meeting deemed of it appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the re-election of 3 (Three) directors, namely Mr. Mayta Chanchamcharat, Mr. Theeradej Kerdsamang and Mr. Than Siripokee, to be directors for another term of which details of the profiles, educational backgrounds, work experiences, shareholding proportions and directorships in other companies are set out in Enclosure 2.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to approve the re-election of the 3 (Three) directors who are due to retire by rotation, namely Mr. Mayta Chanchamcharat, Mr. Theeradej Kerdsamang and Mr. Than Siripokee, to hold directorships in the office for another term. In this regard the nomination of the directors who are due to retire by rotation has been considered by the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting.

Therefore, after the 2024 Annual General Meeting of Shareholders has resolved to re-elect the retired directors for another term, the Company will have 9 (Nine) directors as follows:

1. Mr. Mayta Chanchamcharat Chairman of the Board of Directors
2. Mr. Niwat Lamunpandh Director
3. Mr. Than Siripokee Director, Independent Director
4. Mr. Wijarn Simachaya Director, Independent Director
5. Lt. Gen. Sukhun Prommayon Director, Independent Director
6. Mr. Peerapong Jaroon-ek Director
7. Ms. Arada Jaroon-ek Director
8. Mr. Theeradej Kerdsamang Director, Chairman of the Executive Committee
9. Ms. Panitaporn Wongprakop Director



**Voting Requirements:** The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes. In this regard, this agenda item will cast for each nominated director.

**Agenda Item 6: To consider and approve the remuneration of directors and sub-committees for the year 2024**

**Objectives and Rationale:** Section 90 of the PLC Act and Article 22 of the Articles of Association of the Company provide that the determination of the directors’ remuneration in form of rewards, meeting allowance, bonus or benefits in other forms requires the approval from the shareholders’ meeting. Under the process of the determination of the directors’ remuneration, the Nomination and Remuneration Committee shall consider remuneration in regards to the size of the business, the responsibilities of the directors, and the comparison with the range of remuneration of other listed companies on the Stock Exchange of Thailand which their Market Capitalization are as similar as that of the Company, propose to the Board of Directors’ meeting to consider and deem it appropriate to propose to the Shareholders’ Meeting for the approval. The details of each committee remuneration are as follows:

**1. Monetary Compensation**

**1.1 Meeting allowance for each board committee**

(Unit: THB)

Board/Committee	Chairman			Directors		
	2024 (Proposed Year)	2023	2022	2024 (Proposed Year)	2023	2022
Board of Directors	20,000	20,000	20,000	15,000	15,000	15,000
Audit Committee	15,000	15,000	15,000	10,000	10,000	10,000
Nomination and Remuneration Committee	15,000	15,000	15,000	10,000	10,000	10,000
Corporate Governance Committee	15,000	-	-	10,000	-	-
Risk Management Committee	15,000	15,000	15,000	10,000	10,000	10,000
Executive Directors	-	-	-	-	-	-



Remark: The Executive Directors of the Company are not entitled to receive meeting allowances in any event.

### 1.2 Monthly remuneration of the Board of Directors

(Unit: THB)

Position	2024 (Proposed Year)	2023	2022
Chairman of the Board of Directors	20,000	20,000	-
Directors	15,000	15,000	-

### 1.3 The special remuneration (Bonus)

(Unit: THB)

The special remuneration (Bonus)	2024	2023	2022
the special remuneration for all Directors	0.2 - 0.6 percent of the dividend payment for each year	Not exceeding 3,074,362.73	-

Remark: The 2022 Annual General Meeting of Shareholders resolved to approve the determination of a limit for the special remuneration (bonus) for all directors at the rate of 0.2–0.6 percent of the dividend payment for each year and to approve the utilization of such a limit for paying to all directors for each year starting from 2022 and onwards. In this regard, such special remuneration is determined by the size of the business, the responsibilities of the directors, and the comparison with the other listed companies on the Stock Exchange of Thailand, which their capitalizations are as similar as that of the Company.

### 2. Compensation in any other benefits

Position	2024 (Proposed year)	2023	2022
Chairman of the Board of Directors	No any other benefits	No any other benefits	No any other benefits
Directors	No any other benefits	No any other benefits	No any other benefits

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to approve the remuneration of directors and sub-committees for the year 2024 as proposed in all respect. In this regard, such determination has been considered by the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting.

Voting Requirements:

The resolution of this agenda item shall be passed by the votes of not less than two-thirds (2/3) of the total votes casted by the shareholders attending the Meeting.

**Agenda Item 7: To consider and approve the appointment of the auditors, and the determination of the audit fee for the year 2024.**

Objectives and Rationale:

Section 120 of the PLC Act and Article 36 of the Articles of Association of the Company provide that, at an annual general meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed. In this regard, the Audit Committee has considered and selected the auditors for the year 2024 and proposed to the Board of Directors to consider and deem it appropriate to propose that the shareholders' meeting to approve the appointment of 3 (Three) auditors from EY Office Company Limited as the auditors of Company for the year 2024, namely:

No.	Name of the auditors	Certified Public Accountant	The number of years certified financial statements of the Company
1	Mr. Termphong Oppanapan	Certified Public Account No. 4501	3
2	Ms. Poonnard Paucharoen	Certified Public Account No. 5238	-
3	Ms. Gosum Chaame	Certified Public Account No. 6011	-

In the case that these auditors above are unable to perform their duties, EY Office Company Limited shall arrange for other of its auditors to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors. The determination of the audit fee for the year 2024 is in amount of THB 1,810,000 (One Million Eight Hundred and Ten Thousand Thai Baht), and there is no non-audit fee. The comparison of the audit fee is set out below:

(Unit:THB)

Audit fee	2024 (Proposed year)	2023	2022
Audit-Fee	THB 1,810,000	THB 1,810,000	THB1,760,000
Non-Audit Fee	None	None	None

In this regard, all 3 (three) auditors are not shareholders of the Company, do not have relationship with the Company, do not have any conflict of interest with the Company/ the subsidiaries of the Company/ the executives/ the majority shareholders/ or the related person(s) of the aforementioned person(s) and do not provide any advisory service to the Company. Therefore, such auditors are independent to audit and report opinions towards the Company's Financial Statement.

In this regard, the Company has its subsidiaries. All subsidiaries appoint the auditors from EY Office Company Limited to be their auditors as well. If it is necessary to appoint the auditors from other Audit Firm, the Board of directors will supervise and follow up the Auditor to prepare Financial Statements of the Company and its subsidiaries to be finished on time specified by the relevant laws and regulations.

The appointment of the auditors and determination of the audit fee for the year 2024 has been considered by the Audit Committee. The Audit Committee has opinions that none of the aforementioned auditors have relationship with the Company, and have any conflict of interest with the Company/ the subsidiaries of the Company/ the executives/ the majority shareholders/ or the related person(s) thereof. Therefore, the auditors are independent to audit and report their opinion on the Financial Statements of the Company, and have the satisfactory working results. It is found that none of the aforementioned auditors have performed their duty to review, audit, and report their opinion on the Financial Statements of the Company more than 7 (Seven) accounting years.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to approve of the appointment of Mr. Termphong Oppanapan, Certified Public Account No.4501 and/or Ms. Poonnard Paocharoen, Certified Public Account No.5238 and/or Ms. Gosum Chaame, Certified Public Account No.6011 of EY Office Services Limited, to serve as the auditors of the Company for the year 2024, and of the determination of the audit fee for the year 2023 at THB 1,810,000

(One Million Eight Hundred and Ten Thousand Thai Baht). In the case that these auditors cannot perform their duty, EY Office Company Limited is allowed to arrange for others of its auditor to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors.

Voting Requirements: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda Item 8: To consider and approve the increase of the limit for issuance and offering of the debentures of the Company in amount of THB 1,500,000,000.**

Objectives and Rationale: The Board of Directors resolved to approve the issuance and offer of the debentures of the Company in an amount of not exceeding THB 1,500,000,000 (One Billion Five Hundred Million), in addition to the remaining balance, the amount of THB 36,500,000 (Thirty-six million, five hundred thousand) baht, a new credit limit not exceeding THB 4,500,000,000 (Four Billion Five Hundred Million). Details appear in the summary of the main points of issuance and offering of bonds in an amount not exceeding 1,500,000,000 (One billion five hundred million) Enclosure 3.

In this regard, the authorized directors, the Executive Committee, or a person delegated by the Executive Committee shall be authorized to undertake the following act:

- (1) To determine the details with regard to the debentures, including the name, interest rate, tenor, details on redemption, appointment of debenture-holder's representative, allotment as well as other details with respect to the offer of debenture, for example, in case that some debentures are matured and the Company has fully repaid to the debenture holders, the Company is able to issue and offer the new tranche of debenture, in this regard, the Company is able to specify the significant details concerning such debentures including but not limited to the price, channel, and period of issuance and allotment.
- (2) To appoint a financial advisor and/or underwriter and/or credit rating agency of the securities issuer and/or the securities, and/or any other person in case that is required by the relevant rules and regulations, or deems appropriate;
- (3) To contact, negotiate, enter into, execute, amend the agreements and/or documents, including to submit documentation or evidence to the Office of the Securities and Exchange Commission and/or legal advisor and/or other sectors relating to the issuance and offer of the

debentures, as well as to undertake any act, which is relevant to or necessary as it deems appropriate.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the increase of the limit for issuance and offering of the debentures of the Company in amount of THB 1,500,000,000 (One Hundred Million Five Hundred Million) in order to serve for funding for the Company's business operation and/or the working capital and/or the debt repayment as well as the flexibility to the financial management of the Company in the amount of not exceeding THB 4,500,000,000 (Four Billion Five Hundred Million).

Voting Requirements:

The resolution on this agenda item shall be approved by votes of not less than three-quarters of the total number of votes of the shareholders attending the Meeting and entitled to vote.

**Agenda Item 9: Other matters (if any)**

The Company has scheduled the date to record the names of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 15 March 2024 and 14 March 2024 is the date on which an XM sign is posted. The Company hereby invites all shareholders to attend the 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024, at 14.00 hrs.,

In case that the shareholders wish to attend the E-Meeting, the Company requires the shareholders or proxies to send the registration form for attending the E-Meeting as set out in Enclosure 8, together with any required verification documents, to the Company by 17 April 2023 via e-mail: **thidarat.p@britania.co.th** or **kanokkorn.k@britania.co.th** or **panitaporn.w@britania.co.th**. Once the Company has successfully verified the identity of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders as on the set Record Date on 15 March 2024, the Company will send the Username and the Password for logging in the E-Meeting control systems to the shareholders via such email address provided to the Company.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, as set out in Enclosure 6. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf. The shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in Enclosure 5, to attend the meeting and cast votes on his or her behalf.

The shareholders are advised to study the Guidelines for the registration and appointment of a proxy, and the documentation and evidence required to be presented on the date of the meeting, as set

out in Enclosure 7. The Company will conduct the meeting in accordance with Chapter 6 of Articles of Association of the Company on the Shareholders' Meeting. The details of the Articles of Association are set out in Enclosure 4.

Sincerely yours,

(Mr. Mayta Chanchamcharat)

Chairman of the Board of Directors