

No. 005/2564

7 September 2021

**Subject:** Notice of the Extraordinary General Meeting No.2/2021 on 24 September 2021**To:** Shareholders of AssetWise Public Company Limited**Attachments:**

1. A copy of the Minutes of the Annual General Meeting of the year 2021 held on 11 March 2021
2. Capital Increase Form 53-4
3. Summary of the issuance and offer for sale of debentures of the Company
4. The Article of Association Regarding the Shareholder's Meeting
5. Diagram of Procedures for Attendance of the Extraordinary General Meeting via Electronic Method (e-Shareholder Meeting) only
6. Statement of Authentication, Proxy Methods, Registration, and Meeting Attendance and e-Voting
7. Form of Intention to Attend the Extraordinary General Meeting No.2/2021 via Electronic Method (e-Shareholder Meeting)
8. User Manual Electronics Meeting System (DAP e-Shareholder Meeting)
9. The Detail of Independent Directors to be the Proxy
10. Proxy Form B and C setup by the Department of Business Development

AssetWise Public Company Limited would like to invite all shareholders to attend the Extraordinary General Meeting No.2/2021 via Electronic Method (e-Shareholder Meeting) by WebEx Program only on Friday, 24 September 2021 at 2.00 p.m. The meeting will be held under the Emergency Decree on Electronic Meetings B.E. 2563 (2020), other related laws and regulations in order to consider matters in accordance with the agenda, including opinions of the Board of Directors as follows;

**Agenda 1 To consider certifying the minutes of the 2021 Annual General Meeting**

**Objectives and Rationale:** The Company held the 2021 Annual General Meeting of Shareholders on 11 March 2021 and a copy of the minutes of the Meeting enclosed along with this invitation letter (as per Attachment 1).

**Opinion of the Board:** The Board had considered and approved that the minutes was correct and complete. Therefore, the Board will propose the minutes of 2021 Annual General Meeting of Shareholders to the Extraordinary General Meeting No.2/2021 for certifying. Detail is in Attachment 1.

**Resolution:** A resolution under this agenda can be passed by a majority vote of the shareholders who attend the meeting and cast their vote. (excluding those abstain voting).

**Agenda 2 To consider and approve the common stock and cash dividend payment**

**Objectives and Rationale:** The Company has a policy to pay dividends at the rate of no less than 40 % of the net profit according to the consolidated financial statements, after deducting corporate income taxes and various types of reserves required by law. Nonetheless, payment of such dividends is dependent on the Company's performance in each year. In addition, the Company's Board of Directors has the power to consider exemption from implementing the said policy or modify such policy from time to time under the condition that the action must be in the best interest of the shareholders of the Company.

Considering the Company's performance for 1 January 2021 to 30 June 2021, the Company reported net profit attributable to shareholders of THB 578,273,823. Therefore, the Board of Directors deemed appropriate to propose that the Extraordinary General Meeting No.2/2021 to consider and approve the common stock and cash dividend payment, in the amount of THB 111,912,660 or equivalent to THB 0.14706 per share. The payment will be in cash and stock dividend as follows:

- 1) distribute common stock dividend from the Company's operating results for the Company's operating results for 1 January 2021 to 30 June 2021 from net profit to the existing shareholders of the Company at the rate of 8 existing shares per 1 ordinary share, with the total number of shares not exceeding 95,125,000 shares at a par value of THB 1 representing stock dividend at the rate of THB 0.12500 per share, totaling not exceeding THB 95,125,000.

Where the shareholder has share fraction derived from the allocation of such stock dividend, the Company will pay such shareholder for the fraction in cash at the rate of THB 0.12500 per share; and

- 2) distribute cash dividend at the rate of THB 0.02206 per share, totaling in equivalent to THB 16,787,660.

The Company has set the date of 26 August 2021 as the date for determining the shareholders' right to receive the common stock and cash dividend (Record Date) and 4 October 2021 as the dividend payment date.

The dividend payments in form of the newly-issued ordinary shares of the Company and cash dividend are subject to a withholding tax at the rate specified by law and the company would withhold all withholding tax from the cash dividend.

**Opinion of the Board:** The Board of Directors should propose that Extraordinary General Meeting No.2/2021 to consider and approve the common stock and cash dividend payment shall be paid for the performance from January to June 2021 of THB 0.14706 per share in the amount of THB 111,912,660. The record date for determining the shareholders entitled to receive cash dividend and stock dividend is scheduled on 26 August 2021. The payment of dividend will be made on 4 October 2021.

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

**Agenda 3** To consider and approve the increase of registered capital of the Company from existing registered capital of THB 761,000,000 to be new registered capital of THB 856,125,000 by issuing new ordinary shares of 95,125,000 ordinary shares at par value of THB 1 per share to support stock dividend payment.

**Objectives and Rationale:** To support the stock dividend payment by increase of registered capital of the Company from existing registered capital of THB 761,000,000 to be new registered capital of THB 856,125,000 by issuing new ordinary shares of 95,125,000 ordinary shares at par value of THB 1 per share.

**Opinion of the Board:** The Board of Directors should propose that Extraordinary General Meeting No.2/2021 to consider and approve the increase of registered capital of the Company. The details appear in the Capital Increase Report Form (53-4) as shown in Attachment 2.

**Resolution:** A resolution under this agenda shall be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 3 is a continuation of Agenda 2, therefore,

in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well.).

**Agenda 4 To consider and approve the allocation of new ordinary shares.**

**Objectives and Rationale:** To support the stock dividend payment by allocating 95,125,000 ordinary shares at the par value of Baht 1 per share.

**Opinion of the Board:** The Board of Directors should propose that Extraordinary General Meeting No.2/2021 to consider and approve the allocation of new ordinary shares for supporting the stock dividend payment.

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes. (Agenda 4 is a continuation of Agenda 2 to Agenda 3, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well.).

**Agenda 5 To consider and approve the amendment to clause 4 of the Memorandum of Association.**

**Objectives and Rationale:** To support the stock dividend payment. Therefore, the Company has to amend clause 4 of the Memorandum of Association of the company to be conformed with the increase of registered capital as follow:

clause 4

Registered Capital	:	THB 856,125,000
Divided into	:	856,125,000 Shares
Par Value	:	THB 1 per share

Of which is Classified into

Ordinary Shares	:	856,125,000 Shares
Preferred Shares	:	- Shares

**Opinion of the Board:** The Board of Directors should propose that Extraordinary General Meeting No.2/2021 to consider and approve the amendment to clause 4 of the Memorandum of Association of the company to be conformed with the increase of registered for supporting the stock dividend payment.

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes. (Agenda 5 is a continuation of Agenda 2 to Agenda 4, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well.).

**Agenda 6** To consider and approve the issuance and offer for sale of the debentures in an amount not exceeding THB 2,000 million.

**Objectives and Rationale:** The Board of Directors proposed the issuance and offer for sale of all type and kinds, whether name-registered or bearer debentures, subordinated or unsubordinated, secured or unsecured, with or without debenture holders' representatives, with fixed redemption date or with no redemption date, depending on the appropriateness of the market condition at the time of each issuance and offer for sale in an amount of not exceeding THB 2,000 million in order to use the proceeds derived from the issuance and offer for sale of debentures will be used in the business operation and/or business expansion and/or, repay the existing loan of the Company, and/or as working capital of the Company, or for other purposes. (as detailed in Attachment 3).

**Opinion of the Board:** The Board of Directors should propose that Extraordinary General Meeting No.2/2021 to consider and approve the issuance and offer for sale of all type and kinds, whether name-registered or bearer debentures, subordinated or unsubordinated, secured or unsecured, with or without debenture holders' representatives, with fixed redemption date or with no redemption date, depending on the appropriateness of the market condition at the time of each issuance and offer for sale in an amount of not exceeding THB 2,000 million in order to use the proceeds derived from the issuance and offer for sale of debentures will be used in the business operation and/or business expansion and/or, repay the existing loan of the Company, and/or as working capital of the Company, or for other purposes as the Board of Directors may deem appropriate, in all respects.

**Resolution:** A resolution under this agenda shall be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

**Agenda 7 Any other matters (if any)**

**Objectives and Rationale:** The Company did not have any other matters to propose to the Meeting for consideration. According to the Public Company Limited Act B.E.2535 Section 105 paragraph 2 (amended B.E.2544), shareholders holding shares amounting to not less than one-thirds (1/3) of the total number of paid-up shares may request the Meeting to consider other matters in addition to those specified in the invitation of the Meeting. The Board deemed it appropriate to propose this agenda to the shareholders who desire for the Meeting to consider other businesses other than the agendas that were proposed by the Board.

The Company has published the letter of invitation to the shareholders' meeting with documents supporting the meeting on the Company's website, [www.assetwise.co.th](http://www.assetwise.co.th), since 7 September 2021. All shareholders of the Company are invited to attend the Extraordinary General Meeting No.2/2021 Via Electronic Method (e-Shareholder Meeting) by WebEx Program only on Friday 24 September 2021 at 2 p.m. The meeting will be held under the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulation. The registration to attend the Extraordinary General Meeting No.2/2021 is available from 7 September 2021. The Company will fix shareholder list for the right to attend the Extraordinary General Meeting No.2/2021 will be defined on 26 August 2021.

The Company would like to ask for the cooperation of shareholders and/or proxies to study the following details; 1) Diagram of procedures for attendance of the meeting according to Attachment 5 2) Statement of authentication, proxy methods, registration, and meeting attendance and e-voting according to Attachment 6 3) User Manual Electronics Meeting System (DAP e-Shareholder Meeting) Attachment 8.

All shareholders or proxies are required to submit the form of intention to attend the meeting and follow the instructions in the documents according to Attachment 7. to the Company by 17 September 2021, at Company Secretary, via the following channels;

- Postal Mail: Company Secretary Division, AssetWise Public Company Limited No. 9 Ramintra 5 yeak 23, Anusawari, Bang Khen, Bangkok 10220 or
- E-mail: [companysec@assetwise.co.th](mailto:companysec@assetwise.co.th)

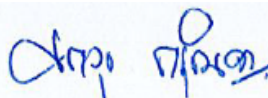
If any shareholder is inconvenient to attend the meeting, he/she can appoint the Company's independent director who is nominated to be a proxy of the shareholder for this Extraordinary General Meeting No.2/2021 to be his/her proxy according to Attachment 10 ,consisting of 1) Mr.Sarawut Charuchinda, 2) Asst. Prof. Kriengkrai Boonlert-U-Thai, 3) Prof.Dr.Nopadol Rompho, 4) Ms. Tidarat Kanchanawat, 5) Mr. Kobkiat Tananchaya. The details of independent directors are shown in Attachment 9. All shareholders are

required to fill in and sign the proxy form as attached and submit such proxy form to the Company Secretary by 17 September 2021.

In the case of authorizing a proxy who is not an independent director of the Company, when the Company inspects the list of shareholders according to the data as at the record date, the Company will send the username and password to the e-mail address of the proxy so that the proxy can log in to the e-Shareholder Meeting by WebEx Program.

The Company facilitates all proxies by affixing the stamp duty in the proxy form for the proxies who register to attend this shareholders' meeting.

Sincerely yours,



(Mr.Sarawut Charuchinda)

Chairman