

Notice to the Annual General Meeting of Shareholders for the year 2021

Amata Corporation Public Company Limited

CS/20/12

March 9, 2021

To : Shareholders

Subject : Invitation to attend the Annual General Meeting of Shareholders for the year 2021

Attachments :

1. A copy of minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
2. Annual Report for the year 2020 (F56-1 One Report)
3. Curricula Vitae of the Nominated Persons to be Directors in Replacement of those who are Retired by Rotation
4. Company's Articles of Association relating to the General Meeting of Shareholders
5. Documents Required Prior to Attending the Meeting, Proxy Form, Registration and Voting Rights
6. Names of Independent Directors that shareholders can grant proxy
7. Map of Golden Tulip Sovereign Hotel – Bangkok
8. Proxy Form
9. Form for requesting a hard copy of Meeting Invitation for 2021 Annual General Meeting of Shareholders and Annual Report 2020 (F56-1 One Report)

The Board of Directors of Amata Corporation Public Company Limited has passed a resolution to call the Annual General Meeting of Shareholders for the year 2020 to be held on **Friday, April 9, 2021 at 14:00 hrs.** at the Bu-Nga Room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10320, Thailand to consider the matters according to the agenda together with the Board's opinions as follows :

Agenda Item 1 To Certify and Approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on September 11, 2020.

Preamble : The Extraordinary General Meeting of Shareholders No. 1/2020 was held on Friday, September 11, 2020 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days according to the requirement of the laws.

Board of Directors' opinion : The Board agrees that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on September 11, 2020 has correctly been stated and recommends the approval of the said Minutes. A copy of the said Minutes is attached as 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 2 To Acknowledge the Company's Annual Report and the Board of Director's Report for 2020.

Preamble : The summary of the Company's performance and major changes during the year of 2020 are contained in the Annual Report for the year 2020.

Board of Directors' opinion : The Board agrees and recommends the Meeting acknowledge the Company's Annual Report for the year 2020 reporting on the Company's performance and major changes during the year 2020, details of which are attached as Attachment No. 2.

Required votes for resolution : This agenda item is only for acknowledgement. Therefore, no voting is required.

Agenda Item 3 To Consider and Approve the Company's Financial Statements for the Year ended December 31, 2020.

Preamble : In compliance with Public Limited Company Act, the company shall prepare financial statements at the end of the fiscal year of the company which were audited and certified by the Company's auditor and ready for shareholders' approval.

Board of Directors' opinion : The Board agrees and recommends to adopt the financial statements for the year ended December 31, 2020, 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 2020 is as follows:

The Statements of Financial Position and the Income Statements

	Unit : Million Baht	
	Consolidated	Company Only
Total Assets	40,221.65	19,357.58
Total Liabilities	21,469.13	9,580.75
Total Revenues	4,347.44	1,305.96
Profit attributable to equity holders of the Company	1,103.44	619.96
Earnings per Share (Baht)	1.02	0.57

Details of the above are shown in the Company's Annual Report for the year 2020 as 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 4 To Consider and Approve the Retained Earnings Appropriated as a Legal Reserve and the Distribution of a Dividend from the Operating Performance from January 1 to December 31, 2020.

Preamble : The Company has a policy to pay a dividend not less than 40% of the net profit each year since 1995/1996 depending on the economic situation of Thailand, industrial estates market situation, and the Company's liquidity.

In 2007, due to the change in the accounting policy under the announcement of the Federation of Accounting Professions, investments in subsidiaries, jointly controlled entities and associates are to be presented in separate financial statements under the cost method rather than the equity method. However, in the consolidated financial statements, equity method still applies. This will reflect the difference of the net profit in the financial statements of the Company only and the consolidated one. In view of above, the Company shall pay dividend from the profit of the financial statements of the Company only. The Company will not pay dividend when there is a loss in the consolidated financial statements nor pay dividend if after dividend distribution, the retained earnings in the consolidated financial statements turn to be a loss.

Board of Directors' opinion : The Board recommends the Meeting to consider and approve the distribution of dividends for the year 2020 at 0.30 Baht per share, totaling an amount of approximately 336.70 million Baht, or 54.31% of the Net Profit for the year on separate financial statements in compliance with the Company's dividend payment policy. This includes 0.10 Baht per share of an interim dividend paid on September 11, 2020. The final payment of dividend shall be 0.20 Baht per share, totaling approximately 230 million Baht, derived from the Net Profit for the year on separate financial statements, from Non BOI promoted activities.

Comparison of dividend payment for year 2020 with that of 2019:-

<u>Details of Dividend Payment</u>	<u>2020</u>	<u>2019</u>
Net Profit for the year on separate financial statements (Million Baht)	619.96	730.68
Shares (Million Shares)	1,150.00	1,067.00
Dividend (Baht/Share)	0.30	0.45
- Interim Dividend from retained earnings (Baht/Share)	0.10	0.20
- Final Dividend from net profit (Baht/Share)	0.20	0.25
Total Dividend approximately (Million Baht)	336.70	480.15
Proportion of Dividend from net profit on separate financial statements	54.31%	65.71%

Year 2020 payout ratio from net profit is in accordance 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 5 To Consider and Elect Directors Replacing those who Retired by Rotation and To Consider the Director's Authorization

Preamble : In compliance with Public Limited Companies Act, and Article 18 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. Two Directors who are retired by rotation in this Meeting are Mr. Chackchai Panichapat and Mr. Viboon Kromadit.

The Board, after consideration, agrees with nominating guideline recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee resolved to propose the Board of the Directors to re-elect the 2 retiring Directors as Directors of the Company for another term, comprising: Mr. Chackchai Panichapat, who is the Chairman of the Corporate Governance Committee and a director, having the expertise and knowledge on investment promotion. In addition, Mr. Viboon Kromadit, who is the Chief Marketing Officer and a director, having the expertise in marketing area.

The Company gave the minority shareholder an opportunity to propose the agenda and to propose the qualified nominee to be appointed as the Director of the Company from October 1, 2020 to December 31, 2020. However, no agenda nor nominee was proposed by the shareholders.

Board of Directors' opinion : . The Board of Directors, excluding the Directors having special interest, has 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 a moral and ethical person, being transparent and having clean work record, both nominating directors having 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 agrees with the Nomination and Remuneration Committee to propose the Meeting following:

Re-election of the 2 retiring Directors as Directors of the Company for another term, comprising Mr. Chackchai Panichapat and Mr. Viboon Kromadit.

The above mentioned two Directors do not hold any Director nor Executive position in other organization that could cause a conflict of interest or compete with the Company. These directors are qualified in accordance with related regulations and also 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 business including information about their relations, that needs to be disclosed, are shown in Attachment No. 3.

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 6 To Consider and Approve the Remuneration for the Company's Directors for year 2021.

Preamble : According to Article 16 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 having the same criteria as previous year, details as follows:

Remunerations to all Committees of the Company for the year 2021

1 Remuneration for the Board of Directors

1.1 monthly compensation payable to

	2021	2020
Chairman	38,500 Baht/month	38,500 Baht/month
Vice Chairman	27,500 Baht/month	27,500 Baht/month
Other Board members	22,000 Baht/month	22,000 Baht/month

1.2 meeting allowance payable per meeting to

	2021	2020
Chairman	55,000 Baht/meeting	55,000 Baht/meeting
Vice Chairman	44,000 Baht/meeting	44,000 Baht/meeting
Other Board members	33,000 Baht/meeting	33,000 Baht/meeting

1.3 The Director's annual bonus ratio is 1.20 % of dividend, equivalent to last year's ratio. The bonus will be paid in lump sum and the Directors will allocate the amount among themselves.

1.4 Other special benefit

2021 None

2020 None

2 Meeting allowance to the Audit committee payable per meeting to

	2021	2020
Chairman	55,000 Baht/meeting	55,000 Baht/meeting
Other committee members	33,000 Baht/meeting	33,000 Baht/meeting

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

	2021	2020
Chairman	55,000 Baht/meeting	55,000 Baht/meeting
Other committee members	33,000 Baht/meeting	33,000 Baht/meeting

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

	2021	2020
Chairman	55,000 Baht/meeting	55,000 Baht/meeting
Other committee members	33,000 Baht/meeting	33,000 Baht/meeting

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

	2021	2020
Chairman	55,000 Baht/meeting	55,000 Baht/meeting
Other committee members	33,000 Baht/meeting	33,000 Baht/meeting

Remark: Only Chairman and Member of Risk Management Committee, appointing from Independent Directors, are applicable for the meeting allowance.

Details of remuneration of Directors and scope of their responsibility are written on page 111-120 and 129 of the 2020 Annual Report (Attachment No.2).

Required votes for resolution : This agenda item must be approved with the votes of no less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda Item 7 To Consider and Approve the Appointment of the Company's Auditor and the Remuneration for the Year 2021.

Preamble : The Audit Committee has selected Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) or Ms. Watoo Kayankannavee (C.P.A. Registration No. 5423) or Ms. Isaraporn Wisutthiyan (C.P.A. Registration No. 7480) of EY Office Limited, to

be the Auditor of the Company and subsidiaries in Thailand for 2021 due to their high standard, expertise and good working record with reasonable fees. If Ms. Supanee Triyanantakul is appointed the auditor in 2021, it will be her 6th year auditing for the Company.

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

In addition, the Audit Committee has also selected EY Vietnam Limited, a sister company with EY Office Limited in Thailand, to be the Auditor for the subsidiaries in Vietnam.

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

- 1) Appoint Ms. Supanee Triyanantakul (C.P.A. Registration No. 4498) or Ms. Watoo Kayankannavee (C.P.A. Registration No. 5423) or Ms. Isaraporn Wisutthiyan (C.P.A. Registration No. 7480) of EY Office Limited as the auditors of the Company for the year 2021. 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, EY Office 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 2021 of 2,081,340 Baht less than the auditor fee for the year 2020 108,660 Baht or 5 %.

The proposed auditing firm has no relationship or conflict of interest with the Company, the Management of the Company, major Shareholders, or related persons of the said persons. The Board will supervise all subsidiaries, which has EY Vietnam Limited as their auditor, to have their financial statements on time.

The Board also proposes the Meeting to acknowledge all of EY's auditor fees for 2021: auditor fee for the Company 2,081,340 Baht and auditor fee for 7 subsidiaries in Thailand 3,526,640 Baht. Therefore, the total amount of the auditor fees for the Company and the 7 subsidiaries in Thailand is 5,607,980 Baht. The fees are only for Audit Service and are less than last year. Details of last year's auditor fees are written in the 2020 Annual Report (Attachment No.2) page 124.

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 8 Other Business (if any)

All Shareholders are cordially invited to attend the Annual General Meeting of Shareholders to be held on Friday, April 9, 2021 at 14:00 hrs. at the Bu-Nga Room, Golden Tulip Sovereign Hotel – Bangkok, 92 Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok 10310. The Meeting registration starts from 12:30 hrs.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Forms attached as Attachment No. 8, or alternatively you may download only one of the three Proxy Forms: 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.amata.com. If you wish to appoint the Board members to be your proxy, you can appoint one of the independent Directors listed in Attachment No. 6 who have no conflict of interest differing from others in any agenda of the Meeting. Please submit the complete Proxy Form to the Company by April 1, 2021.

Yours faithfully,

By Order of the Board of Directors



Mrs. Rewadee Jantamaneechote

COMPANY SECRETARY

Remark: Guidelines for attending meetings, in regards to the outbreak of the Novel Coronavirus 2019 (COVID-19) According to the spread of the new Coronavirus 2019 (COVID-19), the Company worries of the situation. So, please be informed of the new guidelines, as listed:

1. Shareholders who are in a high-risk situation, for example, had recently travelled to any high-risk countries, or suffers any respiratory symptoms, are advised to send a substitute in place to attend the meeting, via the Company's address.
2. The Company will be implementing health checks, in front of the meeting room. In the situation of finding one with risk, we will kindly ask to deny their entry, in which you may send a substitute in place to attend the meeting instead.
3. The Company will comply with the laws on the number of meeting attendants allowed. To prevent the spread of COVID-19, the judgement of the screening officer shall be considered as the final decision.

Thank you for your cooperation and understanding on this matter.