

SABINA

Invitation to attend the Annual General Meeting of Shareholders No.1/2024

SBN 003/2024

March 21, 2024

Subject : Invitation to Annual General Meeting of Shareholders No.1/2024

To : Shareholders

- Enclosures**
1. A copy of the Annual General Meeting of Shareholders No.1/2023
 2. Annual Report in which the statement of Financial Position (Balance Sheet) and Statements of Income for financial year ended 31st December 2023, dividend policy and details of dividend payment in QR Code as well as Financial Highlight Summary 2023.
 3. List of names and resumes of the people nominated as directors in replacement of the directors retired by rotation and also appointed one additional member to The Audit Committee.
 4. Definition of “Independent Director”
 5. Summary of information of the Independent Directors who have been appointed as proxies of the shareholders who cannot attend the meeting
 6. A copy of the Articles of Associations concerning the AGM
 7. Documents required to attending the meeting and practice rules of the meeting.
 8. The process of Registration for the Annual General Meeting of shareholders No.1/2024
 9. Map of the venue for the meeting.
 10. Procedures for QR Code Download for 56-1 One Report 2023.
 11. Privacy notice (PDPA).
 12. Proxy forms B (which particulars of delegations are clearly determined) Proxy Form A (general) and Proxy Form C (for foreign investors in which custodians in Thailand have been appointed) can be downloaded from the Company’s Website: www.sabina.co.th.
 13. Invitation to the Annual General Meeting of Shareholders from TSD by Barcode Registration System (required to attending the meeting)

Whereas the board of directors has resolutioned to hold Annual General Meeting of Shareholders No.1/2024 on Thursday April 25, 2024 ,2.00 pm. at branch of Company 7th Floor ,room 702, 12 Arunamarin Road ,Khwang Arunamarin Khet Bangkoknoi ,Bangkok 10700 to consider the following agendas :-

Agenda 1

To certify the Annual General Meeting of Shareholders No.1/2023 held on April 25, 2023

Fact and Inference: Annual General Meeting of Shareholders No.1/2023 held on April 25, 2023 had been reported within 14 days after the meeting date and already submitted to the Stock Exchange of Thailand and Ministry of Commerce in time regulated and the Minutes of such Meeting were posted on www.sabina.co.th

Board of Directors' Opinion: The board of directors approved the Annual General Meeting of shareholders No.1/2023 and deemed that it was properly recorded and consented to propose to the shareholders for approve the minutes were posted on www.sabina.co.th with this invitation's letter and related documents from March 21, 2024, as detailed in Attachment 1.

Agenda 2

To acknowledge the reports of the company's operating results for the year ended December 31, 2023

Fact and Inference: The reports of the company's operating results for the year 2023 issued in the company's 56-1 One Report 2023 is arranged in compliance with the regulation of The Securities and Exchange Committee and The Stock Exchange of Thailand.

Board of Directors' Opinion: Being Consented to propose to the shareholders for acknowledgement as detailed in Attachment 2.

The company's operating results for the year ended December 31,2023

The company's operating results for consolidated financial statement for the year ended December 31, 2023, as follows:

Operating 's results	2023	2022
Total revenue (Million Baht)	3,450.38	3,185.72
Net profit (Million Baht)	462.55	417.22

Agenda 3

To consider and approve Statement of Financial Position , Profit and Loss Statement , and Statement of Comprehensive Income for the year ended December 31, 2023

Fact and Inference : According to Public Limited Company Act Statement of Financial Position , Profit and Loss Statement and Statement of Comprehensive Income for the year ended December 31, 2023 as audited by the auditor of office A.M.T. Associate and recommended by the Audit Committee and issued in the company's 56-1 One Report were summarized as follows :

Unit : Million Baht

Item	Consolidated Financial Statement	Separate Financial Statement
Total Assets	2,880.49	1,137.32
Total Liabilities	1,005.17	225.63
Shareholders' equity	1,875.32	911.69
Total Revenues	3,450.38	1,176.41
Net Profit	462.55	492.83
Earnings per Share (Baht)	1.33	1.42

Board of Directors' Opinion : Being consented to propose to the shareholders for approve as detailed in Attachment 2

Agenda 4

To consider and approve the annual dividend payment and appropriation of statutory reserve for the year 2023.

Fact and Inference: According to the dividend payment policy stipulated that dividends shall be paid at the rate of not less than 40 % of net profit after deduct tax and statutory reserve, the company reserves law in full ,according to public limited company act and the articles of association no.46 Therefore , the company non must reserve net profit.

Net profit of the year 2023 for the separate financial statement were 492.83 Million Baht and net profit for consolidated financial statement were 462.55 Million Baht.

Board of Directors' Opinion : Being consented to propose to the shareholders for approve annual dividend payment in the amount 1.33 Baht per share, total 347.50 million shares, totaling to 462.18 Million Baht. However, since the company has paid the dividend in the interim amounting 0.66 Baht per share, total 347.50 million shares, totaling to 229.35 Million Baht. Therefore, the dividend will be paid out of net profit in the amount 0.67 Baht per share, total 347.50 million shares, totaling to 232.83 Million Baht. The mentioned dividend paid from 2023 retained earnings. According to with the dividend policy to shareholders at a rate of not less than 40% of net profit from the tax deduction and reserving the amount required by law. The list of the shareholders with the right to receive dividend would be announced on the 7th May 2024. The dividend is to be paid on the 17th May 2024.

Summary of Dividend payment

Description	Unit	Consolidated Financial Statement		Separate Financial Statement	
		2023	2022	2023	2022
Net Profit	Million Baht	462.55	417.22	492.83	423.42
No. of Share	Million Share	347.50	347.50	347.50	347.50
Dividend	Baht/Share	1.33	1.20	1.33	1.20
Total of Dividend	Million Baht	462.18	417.00	462.18	417.00
Payout Ratio	%	99.92	99.95	93.78	98.48

Agenda 5 **To consider and approve to re-appointment of directors who for retired term and also appointed one additional member to The Audit Committee.**

Fact and Inference: According to Public Limited Company Act and the Articles of Association no 17 stipulated that in Annual General Meeting, one-third of the Directors should be retired and the retired directors are eligible for re-election. To clarify, the people whose names are being proposed have been evaluated according to corporates' policies and criteria, proven suitable for the company's business activities. Total directors are thirteen (13), Directors in this meeting four (4) directors who are due to retires as follows :-

1. Mr. Viroj Thanalongkorn Chairman of the Board of Directors
2. Mr. Somkid Pardungkiattisak Director, Executive Director
and Risk management Committee
3. Mr. Somchai Vanavit Independent Director, Audit Committee and
Chairman of Nomination and Remuneration Committee
4. Mr. Chakkris Uthayophas Independent Director and
Chairman of Risk Management Committee

And Appointed Mr.Chakkris Uthayophas as Audit Committee one additional.

According to the company invited the shareholders to propose agenda of 2024 Annual General Meeting of shareholders and name of qualified candidates to the nominated for election as the company board of directors from October 10,2023 to December 31,2023. It appears that no shareholders to propose agenda of 2024 Annual Generate Meeting of shareholders and name of qualified candidate to the nominated for election as the company board of directors.

The company has shown the rule of the nomination of the directors in the 56-1 One Report in the content of "Corporate governance structure and important information about the board, Sub-Committee, Executives, Employees and Others".

Board of Directors' Opinion The selection director of company is approved is *through a careful and careful screening process* by The Nominating Committee and consider remuneration. The board of directors, have considered various qualifications agreed the directors who for retired term and also appointed one additional member to the board have the opinion is not against the prohibitions directors pursuant of the Public Limited Company Act and Regulation of The Securities and Exchange Committee and The Stock Exchange of Thailand, knowledgeable, capable, transparency and experience that will benefit to the company in operating business. To clarify, the people whose names are being proposed have been evaluated according to corporates' policies and criteria, proven suitable for the company's business activities. and individuals to nominate as independent director can give an opinion independently and in accordance with the relevant rules. *Due to independent directors who held more than 9 years of experience as a director and independent directors still perform their duties with independence and free of influence from the company's executive and major shareholders, and with no personal interests that may conflict with the company's benefit. The board has considered opinion that the person to be presented as an independent director has the qualifications in accordance with the laws related to the requirements relating to independent director.* The Board being consented to propose to the shareholders for approval to re-appointment all four (4) people for another term, and appointed Mr.Chakkris Uthayophas as Audit Committee one (1) additional, as follows :-

1. Mr. Viroj Thanalongkorn Chairman of the Board of Directors re-appointment
2. Mr. Somkid Pardungkiattisak Director, Executive Director and Risk management Committee re-appointment
3. Mr. Somchai Vanavit Independent Director, Audit Committee and Chairman of Nomination and Remuneration Committee re-appointment
4. Mr. Chakkris Uthayophas Independent Director and Chairman of Risk Management Committee re-appointment and appointed one additional member to The Audit Committee

:as detailed in Attachment 3

Re-appointment of directors

Names	Number of directors	Number of Meeting 2023
Mr. Viroj Thanalongkorn	17	6/6
Mr. Somkid Pardungkiattisak	9	6/6
Mr. Somchai Vanavit	17	6/6
Mr. Chakkris Uthayophas	9	6/6

Re-appointment of directors

Names	Title	Numbers of Shares	% of total voting rights
Mr. Viroj Thanalongkorn	Chairman of the Board of Directors	161,157,000	46.38%
Mr. Somkid Pardungkiattisak	Director, Executive Director and Risk management Committee	10,000	0.003%
Mr. Somchai Vanavit	Independent Director, Audit Committee and Chairman of Nomination and Remuneration Committee	-	-
Mr. Chakkris Uthayophas	Independent Director, Chairman of Risk Management Committee and Audit Committee	-	-

Agenda 6 To consider and approve the directors' remuneration.

Fact and Inference: According to the Public Limited company Act and the Articles of Association, stipulated that the Annual General Meeting to consider and approve the directors' remuneration. The Annual General Meeting had approved that the basic remuneration is equals for each director and responsibility's remuneration for another assignment and pension as follows:

Title	remuneration (Baht/month)
Chairman of the Board of Directors	30,000
Chairman of the Audit Committee	5,000
Chairman of the Board of Management	5,000
Board of Directors	10,000
Audit Committee	5,000
Board of Management	5,000

Pension is not exceeding 4 Million Baht , payment for each quarter and also the authority of the Board of Director in determining the amount of remuneration payable to each director.

In the year 2023 the company paid audit committee's remuneration Baht 300,000 board of director's remuneration Baht 1,881,666 pension Baht 3,520,000 and board of management's remuneration Baht 460,834. *Apart from the Directors' remuneration , there is no other benefit.*

Board of Directors' Opinion: the directors' remuneration has been approved by the Remuneration Committee. The directors' remuneration has been considered carefully by the board of the directors by comparing with the same industry, extension of business and operating results, economic conditions, authorities, duty and responsibility. Being consented to propose to the shareholders for approval of the directors' remuneration year 2024 equal to the year 2023 as follows:

Remuneration	2024	2023
1. Directors' remuneration - Chairman of the Board of Directors - Board of Directors - pension	Baht 30,000/person/month Baht 10,000/person/per month Not exceeding 4 Million Baht/year, pay for each quarter and the authority of the board of directors in determining the amount of remuneration payable to each director	Baht 30,000/person/month Baht 10,000/person/month Not exceeding 4 Million Baht/year, pay for each quarter and the authority of the board of directors in determining the amount of remuneration payable to each director
2. Audit committee's remuneration - chairman of the audit committee - audit committee	Baht 5,000/person/month Baht 5,000/person/month	Baht 5,000/person/month Baht 5,000/person/month
3. Board of Management's remuneration - Chief of Board of Management - Board of Management	Baht 5,000/person/month Baht 5,000/person/month	Baht 5,000/person/month Baht 5,000/person/month
4. Other benefits	None	None

Agenda 7 **To consider and approve to appointment the auditor and the auditor's remuneration.**

Fact and Inference : In section 120 of the Public Limited Company Act B.E. 2535 stated that "In every Annual General Meeting, the shareholders have to appoint and determine the fee for auditor(s) and auditor(s) of preceding year can be re-appointed."

In the year 2023 the Annual General Meeting had appointed professor as follows:

Name of Auditor	CPA Registration No.	Number of years certified on the Company's financial statements during the past 7 years
1. Mr.Chaiyuth Angsuwittaya	3885	2 years (2017-2018)
2. Mrs.Natsarak Sarojchanunjeen	4563	4 years (2016, 2019-2021)
3. Ms.Daranee Somkamnerd	5007	-
4. Ms.Jarunee Noummae	5596	2 years (2022 - 2023)
5. Mr.Siramet Aukkarachotikulnun	11821	-
6. Ms.Yaowaluk Somprasert	11902	-
(When approved by the SEC)		

from the office of A.M.T Associate as the company's auditor. In the year 2023 the auditor's remuneration was Baht 910,000. Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

The Audit Committee approved and considering the selection of auditors from their performance, experience and continuity of the audit work including the preparation of various coordination reports and auditor fees. In the past year, the auditors of the A.M.T. Associated have achieved satisfactory results.

Board of Directors' Opinion: The Board agreed with the Audit Committee's recommendation to consented to propose to the shareholders for approve to re-appointment as follow:

1. Mr.Chaiyuth Angsuwittaya CPA Licence No.3885 and/or
2. Mrs.Natsarak Sarojchanunjeen CPA Licence No.4563 and/or
3. Ms.Daranee Somkamnerd CPA Licence No.5007 and/or
4. Ms.Jarunee Noummae CPA Licence No.5596 and/or
5. Mr.Siramet Aukkarachotikulnun CPA Licence No.11821

from the office of A.M.T Associate as the company's auditor re-appointed. Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements.

The auditors from the officer of A.M.T Associate can work appropriate, standardize, professional in auditing, appropriate auditor's remuneration, independent and have no relation or no gain and loss with the company/ affiliated company/executives/ major shareholders or the connected persons, and approve the auditor's remuneration of the company and acknowledge the auditor's remuneration of subsidiaries and indirect subsidiaries Moreover, some subsidiaries have *that use the same Audit office* and indirect subsidiaries have the same auditor as the company, while others utilize a different auditor. The Board of Directors will oversee the timely preparation of financial statement in accordance with the applicable laws as follows:

Table of Auditor’s Remuneration

Unit : Baht

Remuneration	2024	2023
Sabina Public Company Limited	1,180,000	910,000
Subsidiaries *	655,000	640,000
2 Indirect Subsidiaries **	171,943	156,943
Other expenses (Travel, stamp , fax etc.)	will pay for actual expenses	will pay for actual expenses

* The Subsidiaries are Sabina Fareast Co., Ltd

** The Indirect Subsidiaries are Sabina International Co., Ltd / MODA SBN INC.

Agenda 8 **To consider other matters (if any)**

Schedule	Date
Determine the right of the shareholders to convene the Annual General Meeting	11 th March 2024
Annual General Meeting	25 th April 2024

The shareholders may register to attend the meeting at the venue of the meeting on such date. The company will open for shareholders’ registration from 12.00 noon to 2.00 pm.

For a shareholders who wish to appoint a proxy to attend and vote on their behalf, must be filled in thoroughly and signed by the shareholder in the enclosed proxy form or official form provided by Ministry of Commerce. The 3 proxy forms (form A, form B and form C) are also provided and can be downloaded from www.sabina.co.th

In case that an individual shareholder residing outside the Kingdom of Thailand and wishes to appoint a Custodian in Thailand as proxy, any of 3 forms can be used. For other shareholders, either form A or form B can be used. If a shareholder prefers to appoint the company’s independent director who is also a member of Audit Committee, the information as detailed in attachment 5,

To facilitate the meeting registration, please send the proxy form and the related documents to

Miss Vaja Mukto (Company’s Secretary)
 Sabina Public Company Limited
 12 Arunamarin Road ,District Arunamarin
 Bangkoknoi , Bangkok 10700

Before April 19, 2024. On the meeting date, please bring Invitation to the Annual General Meeting of Shareholders from TSD the Barcode Registration System the company will provide.

Respectfully Yours

A handwritten signature in black ink, appearing to read 'Viroj Thanalongkorn', written in a cursive style.

(Mr.Viroj Thanalongkorn)

Chairman of the Board of Directors