



UAC GLOBAL Public Company Limited

Documents of the 2021 Annual General Meeting of Shareholders

Thursday 8th April 2021 at 14.00 hrs.

Meeting Room 25th Floor, No. 1 TP&T Tower, Soi Vibhavadirangsit 19, Vibhavadirangsit Rd.,
Chatuchak Sub-District, Chatuchak District, Bangkok 10900

Guidelines for attending meetings, regarding the spread of the New Coronavirus 2019 (COVID-19)

In line with the Ministry of Public Health directives on COVID-19 to reinforce that the 14-day self-quarantine must be applied to all community members who have traveled to any one of at-risk countries, according to the announcement of Department of Disease Control, Ministry of Public Health or had a transit through them. We and all listed companies are legally bound to follow these directives. In recognizing our responsibility to the broader society and protecting those in greatest need, reducing risks and prevention of the spread of COVID-19 will likely benefit the all members of the community. The following procedure and recommendation will be applied to the shareholders' meeting.

1. Any shareholder or its proxy who have recently traveled or transited to any one of at-risk countries and/or any risk areas in Thailand during the past 2 weeks prior to April 8, 2021 should self-quarantine for 14 days from the date of arrival back into Thailand and are advised to appoint our Independent Director to attend the meeting.
2. Any shareholders or its proxy who show any respiratory symptoms such as cough, fever or shortness of breath should self-quarantine and are advised to appoint our Independent Director to attend the meeting.

Please refrain from attending the shareholders' meeting until fully recovered and/or reached the period of self-quarantine by submitting the signed registration form, proxy form B and relevant documents to Corporate Secretary at Company's address within 16.00 hrs. on April 7, 2021.

3. Mandatory health checks will now take place for all individuals in front of TP&T Tower in compliance with the guideline of Department of Disease Control. For those being identified with fever or respiratory symptoms, the Company will reserve the right to deny the entry into the area of meeting. In case of shareholder presents at the venue, such shareholder is advised to appoint our Independent Director to attend the meeting.
4. To reduce risks and prevention of the spread of COVID-19, the Company kindly requests everyone to prepare and wear a facemask at all times.

Please be informed accordingly and thank you for your strictly cooperation.

No Souvenir To Be Given : In order to comply with the guideline campaigned by the supervising authorities in relation to the decrease or cancellation of souvenir given at the Annual General Meeting of the Shareholders. The Company will still provide lunch box to shareholders or their attending proxies who attend the Meeting (one set per one person) after the Meeting ended.

(Translation)

March 8, 2021

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

To: The Shareholders
UAC Global Public Company Limited

- Enclosures:**
1. Copy of Minutes of the 2020 Annual General Meeting of Shareholders (Agenda 1)
 2. Annual Report for the year 2020 in QR Code (Agenda 2 and 3)
 3. Profile of the proposed directors to replace those who will retire by rotation and Definition of Independent Director (Agenda 5)
 4. Profile of the proposed Auditors (Agenda 7)
 5. Form 53-4 (Agenda 9 and 10)
 6. Articles of Association of the Company relating to the Shareholders' Meeting
 7. How to proxy, registration and evidence for attendance
 8. Example of Notification of Meeting for 2021
 9. Meeting Measures and Guidelines under the Ongoing COVID-19 Pandemic
 10. Map of the meeting location
 11. Proxy Form A and B (**Form B is recommended**)
 12. Question Form for the 2021 AGM on April 8, 2021

The Board of Directors resolved to convene the 2021 Annual General Meeting of Shareholders on Thursday, April 8, 2021 at 14.00 hours at Meeting Room, Floor 25th, TP&T Tower, No. 1 Soi Vibhavadirangsit 19, Vibhavadirangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok, 10900 to consider the following agendas:

Agenda 1 To consider and approve the Minutes of 2020 Annual General Meeting of Shareholders.
Background and Rationale

The Company had conducted the 2020 Annual General Meeting of Shareholders on May 7, 2020 whereas the Minutes of the Meeting (Enclosure No. 1) was submitted to relevant entities within the specific period and has been posted on the Company's website (www.uac.co.th).

Board's Opinion

The Minutes are accurately taken and should propose to the 2021 Annual General Meeting of Shareholders to adopt the Minutes of 2020 Annual General Meeting of Shareholders held on May 7, 2020.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 2 To acknowledge the Company's operational result for the fiscal year 2020.

Background and Rationale

The Company's operational result and major event for the fiscal year 2020 has been summarized in the 2020 Annual Report according to the QR Code in the invitation letter form and has been posted on the Company's website (www.uac.co.th).

The Board's Opinion

The Shareholders should acknowledge the Company's operational result for the fiscal year 2020.

Resolution: - To acknowledge, no voting -

Agenda 3 To consider and approve the financial statements for year ended December 31, 2020.**Background and Rationale**

In compliance with the Public Limited Company ACT B.E.2535, the Company has to prepare the Financial Statement for year ended December 31, 2020 which has been audited by certified auditor, monitored by Audit Committee and approved by the Board of Directors. Details are shown in the 2020 Annual Report (Enclosure No. 2) which summarized as follows:

Consolidated Financial Statement	2020	2019
Total Assets (million Baht)	3,130.44	3,045.07
Total Liabilities (million Baht)	1,506.84	1,601.23
Total Shareholders' Equity	1,623.59	1,443.84
Total Revenue from Sales and Service (million Baht)	1,269.23	2,874.96
Net Profit (million Baht)	259.04	153.57
No. of Paid-up Shares (shares)	667,606,199	667,605,301
Earnings per share (Baht)*	0.406	0.245

Remarks: *Calculated from weighted average paid-up shares as shown in 2020 Financial Statement

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the financial statements for year ended December 31, 2020 which has been audited by the Company's Auditor, Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813, from EY Office Limited and monitored by Audit Committee.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 4 To consider and approve the appropriation of profit for the year 2020 for legal reserve and annual dividend payment.**Background and Rationale**

The Company's dividend policy has been fixed at the minimum of 40% of net profit of the separated financial statement after deducting corporate income tax and statutory reserves required by law. According to the performance for the period of January 1 – December 31, 2020, audited by EY Office Limited, the Company had net profit of Baht 156,050,678 and no additional appropriation as the legal reserve has already met the requirement of the Public Limited Company Act.

Based on various related conditions and present cash flow ability, it resolved to propose the shareholder meeting to consider and approve the annual dividend payment from profit from operation during January 1 - December 31, 2020 at the rate of Baht 0.20 per share, totaling of Baht 133,521,239.80 or 85.56% of net profit of the separated financial statement after deducting corporate income tax and legal reserves in compliance with the Company's dividend policy. The Company have paid interim dividend at the amount of Baht 0.06 per share, totaling of Baht 40,056,371.94 on December 9, 2020. The remaining amount of 0.14, totaling of Baht 93,464,867.86 would be allocated from net profit that is subject to tax at the rate of 20%. Whereby, individual shareholders are subject to withholding tax of 10%, but are entitled to credit the dividend tax at 20/80 of the dividend. However, the dividend tax credit must be in accordance with Section 47 Bis of the Revenue Code.

The comparison of dividend payment between 2020 and 2019 are as follows:

The separated financial statement	2020	2019
Net Profit (Baht)	156,050,678	101,876,326
Legal Reserve (Baht)	-	-
Net Profit after deduct tax and legal reserve (Baht)	156,050,678	101,876,326
Retained Earnings - Unappropriated (Baht)	274,707,027	250,286,015
No. of Paid-up Shares (Shares)	667.606.199	667,605,301
Dividend per share (Baht)	0.20	0.135
Interim Dividend	(Paid 9/12/2020)	(Paid 30/04/2020)
- From Net Profit	0.06	0.135

Remaining Dividend	(Paid 7/5/2021)	-
- From Net Profit	0.14	-
Total Dividend Payment (Baht)	133,521,239.80	90,126,716
Dividend distribution ratio on separated financial statement (%)	85.56	88.74

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the 2020 annual dividend payment at the rate of Baht 0.20 per share, totaling of Baht 133,521,239.80 from net profit. The Company have paid interim dividend at the amount of Baht 0.06 per share, totaling of Bath 40,056,371.94 on December 9, 2020. The remaining amount of 0.14, totaling of Baht 93,464,867.86 will be paid from net profit. The record date for the names of shareholders who have rights to receive dividend scheduled on March 16, 2021 and dividend payment shall be made on May 7, 2021. However, the right to receive such dividend is still uncertain until the proposal has approved in the Shareholders' Meeting for the year 2021.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 5 To consider and approve the election of directors to replace who those retiring by rotation.

Background and Rationale

the Public Limited Company Acts and Company's Articles of Association stipulated that in the Annual General Meeting of Shareholders, a minimum of one-third (1/3) of the Directors must retire from directorship. If the number of directors is not three part, the nearest to one-third must be retired. One-third of Directors due for retirement for this year is as follows:

1. Assoc.Prof.Dr. Paiboon Sareewiwatthana Chairman
2. Mr. Chatchaphol Prasopchoke Director
3. Miss Jeerapan Jinda Independent Director

On the website, the Company invited all shareholders to propose qualified candidates for a directorship and items for the 2021 Annual General Meeting agenda. Despite the invitation, neither candidates nor agenda items were proposed. The Nomination & Remuneration Committee undertook nomination procedures for candidates most appropriate and beneficial to the Company and Shareholders, in aspect of qualifications, wisdom, talents, experience, expertise and independence; then proposed to the Board of Directors to re-elect 3 retiring directors by rotation to serve another term.

The Board's Opinion

The Board of Directors (excluded the directors who have conflict of interests in this agenda) approved to propose the shareholder meeting to consider and approve to re-elect 3 retiring directors; Assoc.Prof.Dr. Paiboon Sareewiwatthana, Mr. Chatchaphol Prasopchoke and Miss Jeerapan Jinda, by rotation to serve another term. The Board of Directors has been considered carefully that those 3 retiring directors are qualified and appropriate to the Company's business and they are knowledgeable with high experiences that will be benefit the Company and Shareholders. Although, Miss Jeerapan Jinda, who was nominated as independent director, was served the Company longer than 9 years consecutively, the Board of Directors has considered Miss Jeerapan Jinda was qualified with experience and expertise which was appropriate and beneficial to the Company and Shareholders while she was able to share opinion independently and had qualification as prescribed; therefore, Miss Jeerapan Jinda was elected to server another term. (the profiles of those three persons had been shown in Enclosure 3)

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 6 To consider and approve the remuneration of directors for the year 2021.

Background and Rationale

The Public Company Limited Acts and the Company's Articles of Association stipulated that Director's remuneration to be approved by the Annual General Meeting of Shareholders. The Nomination & Remuneration Committee considered the remuneration based on similar business group, business

growth, the Company's profit growth, and Board of Directors' responsibility; then proposed to the Board of Directors. The details of 2021 Directors' remuneration and 2020 Bonus to Non-executive Directors are as follows.

(1) Monthly remuneration

Unit : Baht

Position	2021	2020	Unit
Chairman	50,000	33,000	person/month
Chairman of the Audit Committee	45,000	33,000	person/month
Audit Committee	40,000	27,500	person/month
Executive Committee	5,000	5,000	person/month
Total Monthly Remuneration	Not exceed Baht 2.07 Million	Not exceed Baht 1.7 Million	Per year

(2) 2020 Bonus for Non-executive Directors: not exceed Baht 1.8 million.

(3) Others: Health, Life and Accident Insurance: insurance premium not exceed Baht 315,000/year.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the Directors' monthly remuneration for the year 2021 for the amount not exceed of Baht 2.07 million, 2020 Bonus for Non-executive Directors not exceed 1.8 million and Insurance premium not exceed 315,000 baht/year.

Resolution: This agenda will be approved with the voting not less than two-third of shareholders who present and vote at the meeting.

Agenda 7 To consider and appoint the Company's auditor and fixing the remuneration of auditing fee for the year 2021.

Background and Rationale

The Audit Committee has approved to appoint the auditors of EY Office Limited to be the auditors of the Company and Subsidiary Companies for fiscal year 2021. EY Office Limited has qualification and more experiences regarding international transactions. Furthermore, EY Office Limited has no relationship and conflict of interest with the Company and Subsidiary Companies. The Board of Directors has resolved to appoint the auditors' name list from EY Office Limited to be the auditors of the Company and Subsidiary Companies for fiscal year 2021 as follows; (the profiles of those three persons had been shown in Enclosure 4)

1. Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813 (Never Certified) or
2. Miss Siraporn Ouaanunkun, Certified Public Accountant No. 3844 (Never certified) or
3. Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523 (Never certified)

The remuneration of Company's Auditor for fiscal year 2021 compared with 2020 are shown below;

Details of Audit Remuneration	2021	2020
Audit fee for Company	2,760,000	2,760,000

Remarks: Excluding other services such as BOI inspection, translation, transportation, printing, communication and others.

EY Office Limited will provide services in the year 2021 to Subsidiary Companies totaling 7 companies.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve to appoint Mr. Chatchai Kasemsrithanawat, C.P.A. No. 5813 or Miss Siraporn Ouaanunkun, C.P.A. No. 3844 or Mrs. Chonlaros Suntiasvaraporn, C.P.A. No. 4523, of EY Office Limited as the Company's auditor with the remuneration for the year 2021 not exceed Baht 2,760,000.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 8 To consider and approve the Company's registered capital decrease and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital decrease.

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve the decrease of the Company's registered capital from Baht 367,183,150.50 to Baht 333,803,099.50 divided into ordinary share 667,606,199 shares with the par value of Baht 0.50 by deleting the shares remaining from the exercise of UAC-W2 of 66,760,102 shares and amendment of the Company's memorandum of Association no. 4 in accordance with the capital decrease as follow:

“Clause 4 The Company’s registered capital is Baht 333,803,099.50 (Three hundred thirty three million eight hundred three thousand and ninety nine baht fifty stang)

Divided into 667,606,199 shares (Six hundred sixty seven million six hundred six thousand one hundred and ninety nine shares)

Par Value is Baht 0.50 per share

Which is classified into:

Ordinary share 667,606,199 shares (Six hundred sixty seven million six hundred six thousand one hundred and ninety nine shares)

Preferred share - shares”.

Board of Directors’ Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the Company’s registered capital decrease from Baht 367,183,150.50 to Baht 333,803,099.50 divided into ordinary share 667,606,199 shares with the par value of Baht 0.50 and amendment of the Company's memorandum of Association no. 4 in accordance with the capital decrease.

Resolution: This agenda will be approved with the voting not less than three-fourth of shareholders who present and vote at the meeting.

Agenda 9 To consider and approve the Company's registered capital increase under General Mandate from Baht 333,803,099.50 to Baht 367,183,099.50 and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital increase.

Background and Rationale

the Board of Directors had foreseen the chance to invest in renewable and alternative energy projects and the acquisition of related business which required more money to invest, additionally, the instant decision of investment may be required. The Board of Directors has considered proposing the Meeting to approve the capital increase under General Mandate to support such investment by issuing new ordinary share for 66,760,000 shares at par value of Baht 0.50. The Board of Directors shall have the authority to consider the offering of newly issued shares at the same time or at various times and to offer the shares to any group of persons before or in all groups of individuals together at the same time, including the offering pricing, the date and time of the offering, and the details and conditions relating to the allocation of the newly issued ordinary shares. The allotment will be completed either by the date of next Annual General Meeting of shareholders or the date required by laws to hold the next Annual General Meeting of shareholders which one comes first, details had been shown in Capital Increase Form (Enclosure 5). The Audit Committee had no objections about capital increase under General Mandate.

and amend the Company's Memorandum of Association no. 4 in accordance with the capital increase as follows:

“Clause 4 The Company’s registered capital is Baht 367,183,099.50 (Three hundred sixty seven million one hundred eighty three thousand ninety baht and fifty satang)

Divided into 734,366,199 shares (Seven hundred thirty four million three hundred sixty six thousand one hundred and ninety nine shares)

Par Value is Baht 0.50 per share

Which is classified into:

Ordinary share 734,366,199 shares (Seven hundred thirty four million three hundred sixty six thousand one hundred and ninety nine shares)

Preferred share - shares”.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the Company's registered capital increase under General Mandate by issuing new ordinary shares not exceed 66,760,000 shares at the par value of Baht 0.50 and amendment of the Company's Memorandum of Association No. 4 in accordance with the capital increase.

Resolution: This agenda will be approved with the voting not less than three-fourth of shareholders who present and vote at the meeting.

Agenda 10 To consider and approve the allotment of the Company's registered capital increase under General Mandate of 66,760,000 shares at the par value of Baht 0.50.

Background and Rationale

The Board of Directors resolved to propose the shareholder meeting to consider and approve the capital increase through allotment of 66,760,000 shares at the par value of Baht 0.50 per to Private Placement, details had been shown in Capital Increase Form (Enclosure 5). The Board of Directors is authorized to consider and determine related condition for share offering and sign all required and related documents.

The Board's Opinion

The Board of Directors approved to propose the shareholder meeting to consider and approve the allotment of newly issued shares not exceed 66,760,000 shares at par value of Baht 0.50 for General Mandate as defined above.

Resolution: This agenda will be approved with the majority voting of the shareholders who present and vote at the meeting.

Agenda 11 Other matters (if any)

The Board of Directors has set record date for shareholders who have right to attend the 2021 Annual General Meeting of Shareholders and to receive the dividend on March 16, 2021.

The Company has posted the Meeting Invitation letter with meeting document on Company's website (www.uac.co.th). Should any shareholder want to ask question or elaborate an issue may send prior question to sajjaporn@uac.co.th or by fax at (66 2) 936 1700.

All shareholders are invited to attend the meeting designated by the Company. Registration to attend the meeting will start at 12:00 hour. For those who wish to attend in eligible person or by proxy to other or Independent Director whose name appear in the Enclosure 11 (Proxy Form). To timely registration process, it is recommended to fill up the form provided as sample of invitation letter for the 2021 Annual General Shareholders' Meeting (Enclosure 8) and/or proxy form (Enclosure 11), present to the registrar officers prior to the meeting.

According to the spread of New Coronavirus 2019 (COVID-19), with our deep concern over the health of all attendees, the Company would ask for your kindly cooperation to shareholders who are not in the risk group to appoint our Independent Director to attend the meeting by submitting proxy form B and relevant documents as defined in Enclosure 7 to our Corporate Secretary at below address within April 7, 2021. If you have any inquiries related to the agenda of the meeting, please submit the question form of the 2021 Annual General Meeting of Shareholders dated April 8, 2021 (Enclosure 12) together with proxy form B. The Company will consider the questions in advance and prior to the meeting.

Sincerely yours,

- Signature -

Mr. Paiboon Sareewiwatthana
Chairman