



L.V. Technology Public Company Limited

Invitation to the Annual General Meeting of Shareholders Year 2021

Wednesday, December 1, 2021 at 14.00 hr.

Registration start at 13.00 hr.

Thepleela Ballroom, 6th Floor,

SC Park Hotel, No. 474

Praditmanutham Road, Wangthonglang , Bangkok

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8th November, 2021

Dear All Shareholders of LV. Technology Public Company Limited

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

The Board of Directors of L.V. Technology Public Company Limited (the “Company”) had resolved to hold the Annual General Meeting of Shareholders Year 2021 on Wednesday 1st December, 2021 at Thepleela Ballroom, 6th Floor at SC Park hotel address 474 Praditmanutham Road, Wangthonglang, Bangkok to consider agenda as follow;

**Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders
No.1/2020.**

Objective and reason: The Minutes of the Annual General Meeting of Shareholders Year 2020 held on Thursday 13rd February, 2020, had been prepared and submitted Ministry of Commerce within the period required by law and published on the Company’s website.

Board of Directors’ opinion: The Minutes of the Annual General Meeting of Shareholders Year 2020, held on Thursday 13rd February, 2020 was completed and correct recorded therefore The Company hereby propose the shareholders to adopt the said Minutes as shown on (Attachment No.1)

Resolution: This agenda must be adopted by majority of total number of votes of the shareholders who attend the meeting and having the right to cast votes. In case of an equality of votes, the Chairman of the meeting shall cast an extra vote as the final casting vote.

Agenda 2 : Update from the Directors regarding the Company’s Latest Development

Resolution: This agenda is for shareholders information only, therefore voting is not required

**Agenda 3 : To consider and approve the Consolidated and Separate Financial Statements as of
December 31, 2018**

Objective and Reason: To comply with the Public Limited Companies Act, B.E 2535, which specify that The board of directors prepare the financial statement of the fiscal year of the company for submission to the shareholder meeting for consideration and approval at the Annual General Meeting.”

Board of Directors’ opinion: The Board of Directors deemed it appropriate to propose the Shareholders to consider and approve the consolidated and separate financial statements as of December 31, 2018 that endorsed by the Audit Committee and The Board of Directors and have

been audited by the auditor which the auditor expressed their opinion on the financial statements of the company and subsidiaries which specified in the financial statement section of the annual report 2018 sent to the shareholders and could be summarized as follows:

| Details | Consolidated Financial Statements | | Separate Financial Statements | |
|---|-----------------------------------|-------------------|-------------------------------|-------------------|
| | Year 2018 Baht | Year 2017 Baht | Year 2018 Baht | Year 2017 Baht |
| Total Assets | 791,331,800 | 1,070,551,120 | 709,383,481 | 988,224,340 |
| Total Liabilities | 898,832,390 | 1,048,837,686 | 895,713,590 | 1,045,446,053 |
| Total Contract Revenue | - | 7,276,874 | - | 7,276,874 |
| Total Contract Cost | - | 4,975,154 | - | 4,975,154 |
| Gross Profit (loss) | - | 2,301,720 | - | 2,301,720 |
| Total Shareholders' Equity | (107,500,590) | 21,713,434 | (186,330,109) | (57,221,713) |
| Net profit (loss) for the Year * | (122,602,459) | (58,647,304) | (130,692,418) | (55,641,144) |
| Basic gain (loss) per Share (Baht/Share) | (0.177) | (0.085) | (0.189) | (0.080) |

* Means Net profit (loss) for the year of the parent company

Remark: Annual Report will be presented on the AGM meeting date.

Resolution: This agenda must be approved by majority of total number of votes of the shareholders who attend the meeting and having the right to cast votes. In case of an equality of votes, the Chairman of the meeting shall cast an extra vote as the final casting vote

Agenda 4 : To consider and approve the Consolidated and Separate Financial Statements as of December 31, 2019

Objective and Reason: To comply with the Public Limited Companies Act, B.E 2535, which specify that The board of directors prepare the financial statement of the fiscal year of the company for submission to the shareholder meeting for consideration and approval at the Annual General Meeting.”

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the Shareholders to consider and approve the consolidated and separate financial statements as of December 31, 2019 that endorsed by the Audit Committee and The Board of Directors and have been audited by the auditor which the auditor expressed their opinion on the financial statements of the company and subsidiaries which specified in the financial statement section of the annual report 2019 sent to the shareholders and could be summarized as follows:

| Details | Consolidated Financial Statements | | Separate Financial Statements | |
|--|-----------------------------------|-------------------|-------------------------------|-------------------|
| | Year 2019 Baht | Year 2018 Baht | Year 2019 Baht | Year 2018 Baht |
| Total Assets | 237,708,128 | 791,331,800 | 186,627,555 | 709,383,481 |
| Total Liabilities | 440,085,034 | 898,832,390 | 437,166,912 | 895,713,590 |
| Total Contract Revenue | 5,072,867 | - | 5,072,867 | - |
| Total Contract Cost | 4,834,528 | - | 4,834,528 | - |
| Gross Profit (loss) | 238,339 | - | 238,339 | - |
| Total Shareholders' Equity | (202,376,906) | (107,500,590) | (250,539,357) | (186,330,109) |
| Net profit (loss) for the Year * | (109,953,512) | (122,602,459) | (78,202,102) | (130,692,418) |
| Basic gain (loss) per Share (Baht/Share) | (0.159) | (0.177) | (0.113) | (0.189) |

* Means Net profit (loss) for the year of the parent company

Remark: Annual Report will be presented on the AGM meeting date.

Resolution: This agenda must be approved by majority of total number of votes of the shareholders who attend the meeting and having the right to cast votes. In case of an equality of votes, the Chairman of the meeting shall cast an extra vote as the final casting vote

Agenda 5 : To consider and approve the Consolidated and Separate Financial Statements as of December 31, 2020

Objective and Reason: To comply with the Public Limited Companies Act, B.E 2535, which specify that The board of directors prepare the financial statement of the fiscal year of the company for submission to the shareholder meeting for consideration and approval at the Annual General Meeting.”

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the Shareholders to consider and approve the consolidated and separate financial statements as of December 31, 2020 that endorsed by the Audit Committee and The Board of Directors and have been audited by the auditor which the auditor expressed their opinion on the financial statements of the company and subsidiaries which specified in the financial statement section of the annual report 2020 sent to the shareholders and could be summarized as follows:

| Details | Consolidated Financial Statements | | Separate Financial Statements | |
|--|-----------------------------------|---------------|-------------------------------|---------------|
| | Year 2020 | Year 2019 | Year 2020 | Year 2019 |
| | Baht | Baht | Baht | Baht |
| Total Assets | 218,104,470 | 237,708,128 | 167,204,704 | 186,627,555 |
| Total Liabilities | 437,237,293 | 440,085,034 | 433,881,222 | 437,166,912 |
| Total Contract Revenue | 817,520 | 5,072,867 | 817,520 | 5,072,867 |
| Total Contract Cost | 769,491 | 4,834,528 | 769,491 | 4,834,528 |
| Gross Profit (loss) | 48,029 | 238,339 | 48,029 | 238,339 |
| Total Shareholders' Equity | (219,132,823) | (202,376,906) | (266,676,518) | (250,539,357) |
| Net profit (loss) for the Year * | (17,765,303) | (109,953,512) | (17,694,863) | (78,202,102) |
| Basic gain (loss) per Share (Baht/Share) | (0.026) | (0.159) | (0.026) | (0.113) |

* Means Net profit (loss) for the year of the parent company

Remark: Annual Report will be presented on the AGM meeting date.

Resolution: This agenda must be approved by majority of total number of votes of the shareholders who attend the meeting and having the right to cast votes. In case of an equality of votes, the Chairman of the meeting shall cast an extra vote as the final casting vote

Agenda 6 : To consider and approve the appointment of Company's external auditor and its remuneration for the year 2021

Objective and Reason: According to the Public Limited Companies Act, specifies that the Annual General Meeting of Shareholders consider the appointment of Auditors and determine The Company Audit fees every year.

Audit Committee's opinion: Audit Committee have proposed to appoint DR. VIRACH AND ASSOCIATES COMPANY LIMITED to be the Company's External Auditor for year 2021 for LVT and to be the Company's External Auditor for year 2021 for Goal Consulting and Trading Co., Ltd.

Board of Directors' opinion: The Board of Directors agreed with the proposal of the Audit Committee and have resolved to propose to the Shareholders Meeting Year 2021 to approve the appointment of the Auditor of DR. VIRACH AND ASSOCIATES COMPANY LIMITED to be the Company's External Auditor for year 2021 with the following details:

| Audit Fee L.V.Technology Public Co.,Ltd. | Year 2020 (Baht) | Year 2021 (Baht) | Increase(Decrease) (Baht) |
|---|-----------------------------------|-----------------------------------|--|
| Separate Financial Statements for the Year | 1,150,000.00 | 780,000.00 | (370,000) |
| Consolidated Financial Statements 3 Quarter | 1,260,000.00 | 900,000.00 | (360,000) |
| Total | 2,410,000.00 | 1,680,000.00 | (730,000) |

Remark:

1. Audit fee excluding other related expenses.
2. The Audit fee decreased due to the reduction of the company structure and reduced work volume.

The auditors are as follows:

1. Dr. Virach Aphimetetamrong Certified Public Accountant, Registration No.1378,
(Never been the company's auditor)
2. Mr. Chaiyakorn Aunpitipongsa Certified Public Accountant, Registration No.3196,
(Company's auditor year 2014-2016)
3. Mr. Apiruk Ati-Anuwat Certified Public Accountant, Registration No.5202
(Never been the company's auditor)

Any one of the above is authorized to conduct the audit and express an opinion on the statutory financial Statements of the Company. In the absence of the above-named auditors, DR.VIRACH & ASSOCIATES OFFICE CO., LTD. was authorized to identify one other Certified Public Accountant to carry out the work. (Attachment no.2)

DR.VIRACH & ASSOCIATES OFFICE CO., LTD. as the audit firm had neither direct relation nor conflict of interest with the company, affiliated companies, managements and major shareholders or any related person.

Furthermore, the Board of Directors deemed it appropriate to propose the Shareholders to approve the appointment of the Auditor of DR. VIRACH AND ASSOCIATES COMPANY LIMITED to be the Company's External Auditor for year 2021 for Goal Consulting and Trading Co., Ltd. with the following details:

| Audit Fee Goal Consulting and Trading Co., Ltd.. | Year 2020 (Baht) | Year 2021 (Baht) | Increase(Decrease) (Baht) |
|---|-----------------------------------|-----------------------------------|--|
| Separate Financial Statements for the Year | 30,000.00 | 30,000.00 | - |
| Consolidated Financial Statements 3 Quarter | 30,000.00 | - | (30,000.00) |
| Total | 60,000.00 | 30,000.00 | (30,000.00) |

Remark:

1. Audit fee excluding other related expenses.
2. The Audit fee decreased due to the reduction of the company structure and reduced work volume

Resolution: This agenda must be approved by majority of total number of votes of the shareholders who attend the meeting and having the right to cast votes. In case of an equality of votes, the Chairman of the meeting shall cast an extra vote as the final casting vote

Agenda 7 : To consider and approve the remuneration of the Company’s Directors, the Audit Committee, the Nomination and Remuneration Committee, and Other Committees for Year 2021.

Objective and Reason: According to Clause 44 of the Company’s Articles of Association, “Directors are allowed to receive remuneration in the amount specified by the resolution of shareholders’ meeting passed at such shareholders’ meeting by no less than two-thirds (2/3) of the total number of votes of the number of shareholders present at the meeting.”

Board of Directors’ opinion: The Board of Directors agreed with the consideration and proposal of the Nomination and Remuneration Committee in accordance with the principle of preparing the directors’ remuneration, regarding the duties, responsibilities and other. This amount was still in line with the average remuneration compared with the results of survey made by the Stock Exchange of Thailand for 2014. The Board of Directors deemed it appropriate to propose the Shareholders to approve the remuneration of the Company’s Directors, the Audit Committee, the Nomination and Remuneration Committee, Other Committee and Other Meetings (if any) for the year 2021, details as follows:

7.1 Directors’ remuneration.

The directors’ meeting, Sub-committees’ meeting, shareholders’ meeting and other meetings fee should be allocated as follows:

| Committee | Position | Attendance fee (THB/person/meeting) Year 2021 |
|--|----------|---|
| Board of Directors | Chairman | 15,000.00 |
| | Member | 12,000.00 |
| Audit Committee | Chairman | 15,000.00 |
| | Member | 12,000.00 |
| Nomination and Remuneration Committee | Chairman | 15,000.00 |
| | Member | 12,000.00 |

7.2 Other types of remuneration

–None–

Resolution: This agenda must be approved by vote of not less than two of three of the total number of votes of the shareholders who attend the meeting according to Clause 44 of the Company's Articles of Association.

Agenda 8 : To consider and approve the appointment of directors in place of those to be retired by rotation for the year 2021

Objective and Reason: According to the Public Limited Companies Act, Section 71 and Clause 38 of the Company's Articles of Association, at the Annual General Meeting, one-third (1/3) of the total directors shall have to retire from their office. If their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. The retiring directors are eligible to be reappointed.

General Meeting of Shareholders Year 2021 has 2 members are on rotation as follow:

1. Mr. Thanik Siritwattaprayoon Independent Director
2. Mr. Sanguan Sanguanraksak Director

In this regard, the resume of the nominated persons including recruitment criteria and methods appeared in Enclosure No. 3 and 5

Board of Directors' opinion: The Board of Directors agreed with the Nomination and Remuneration Committee by considering that they have knowledge and skills that are beneficial to the company and for the continuous management of the company. Therefore proposed to the meeting to approve the appoint their. The Directors who have to retire by rotation to resume their positions for another term and allowing shareholders to exercise the right to nominate individuals for consideration as directors by filling out the application form and attach supporting documents and send to the company within November 20th, 2021 (Attachment No.4)

Remark: Article 32 At the general meeting of shareholders, any vacant director or additional director shall be elected by mean of the criteria and methods as follows:

- (1) Every shareholder presents in person or represented proxy shall have one vote for each share which held by the shareholder.
- (2) In the shareholders' meeting each shareholder has the right to vote for the preferred candidates and voting shall be done individually with all the shares held by the shareholder.
- (3) The candidates with the highest votes and follow by the next highest votes respectively shall be appointed as directors up to the maximum number of directors for such election. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote

Resolution: The candidates with the highest votes and follow by the next highest votes respectively shall be appointed as directors up to the maximum number of directors for such election. In case of an equality

Agenda 9 : To consider other matters (if any).

The Board of Directors has identified the record date to determine the shareholders' right to attend the Annual General Meeting of Shareholders for the year 2021 and the book closing date on which the list of shareholders is compiled under Section 225 of the Securities and Exchange Act B.E. 2535 is Wednesday, 10th November, 2021.

Shareholders are hereby invited to attend the Meeting on the said date, time and venue specified above. The registration will start at 13.00 hours. Shareholders or Proxy shall present documents specified in Attachment No.10 for the right to attend the Meeting.

Yours sincerely,



(Mr. Gancanapol Van Compernelle)

Chairman of the Board of Directors

Note: We reserve the right to not distribute gifts in the Annual General Meeting of Shareholders date