

No. FTI-AGM-67/001

March 20, 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders (E-AGM)

To Shareholders of Function International Public Company Limited

- Enclosure**
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
 2. The 2023 annual report and the financial statements for the year ended December 31, 2023 (QR code)
 3. Profiles of persons nominated for director election
 4. Profiles of external auditor
 5. The Company's Articles of Association relating to the Meeting
 6. Proxy Form A, Form B, Form C
 7. Profile of independent director for appointment as proxy
 8. Documents and evidence required for attending the Meeting
 9. Guidelines for attending of Electronic Meeting by Inventech Connect
 10. Personal Data Protection Act Notice

The Board of Director's meeting of Function International Public Company Limited (the "Company") No. 1/2024 has resolved to convene the 2024 Annual General Meeting of Shareholders by Electronic Meeting (E-AGM), on Thursday, April 18, 2024, at 14.00 by holding the meeting via electronic media (E-AGM) only at 313 Charoen Phatthana Rd., Bang Chan, Khlong Sam Wa, Bangkok 10510. The agendas of the meeting will be as follows:

Agenda 1 To certify the Minutes of the 2023 Annual General Meeting of Shareholders.

Facts and Rationale: The Minutes of the 2023 Annual General Meeting of Shareholders was held on April 11, 2023. The Minutes were correct, duly and completely recorded all agendas specified in the invitation. The details of the minutes are shown in **Enclosure No. 1**.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders meeting to certify the Minutes of the 2023 Annual General Meeting of Shareholders held on April 11, 2023 which was accurately recorded according to the meeting resolution.

Voting: The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote (excluding the abstention).

Agenda 2 To acknowledge the Company's operating results for the year 2023 and the business that will continue in the future.

Facts and Rationale: The Company has provided the report on the Company's operating result of the year 2023, according to the Annual report 2023 (56-1 One Report) which has been sent to the shareholders in form of QR Code herewith with this AGM invitation. The detail appears in **Enclosure No. 2**.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting acknowledge the Company's operating results for the year 2023 and the business that will continue in the future.

Voting: This agenda is for acknowledgement, this the meeting's resolution is not required.

Agenda 3 To approve the statement of comprehensive income and financial statement for the year ended December 31, 2023, and to acknowledge the auditor's report

Facts and Rationale: In compliance with the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association, the Company shall prepare the statement of financial position (balance sheet) and income statement at the ending date of each fiscal year, which have been audited by an external auditor before presenting to the shareholder's meeting for consideration and approval. The details of the statement of financial position, the statement of comprehensive income, and the audited financial statements for the year 2023 ended December 31, 2023 are enclosed herewith in **Enclosure No. 2**.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose that the shareholders' meeting shall approve the statement of comprehensive income and financial statement for the year ended December 31, 2023, and the auditor's report on financial statements, which were considered by the Audit Committee, and were audited and certified by an auditor of DIA International Audit Company Limited.

Voting: The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote (excluding the abstention).

Agenda 4 To consider and approve the appropriation of the Company's net profit as legal reserve, the Company's dividend payment for the year 2023, and acknowledgement of interim dividend payment.

Facts and Rationale: The Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association require that "... a public company shall allocate not less than 5 percent of its annual net profit, less accumulated loss carried forward (if any), to a reserve account (legal reserve), until the legal reserve is not less than 10 percent of the registered capital ..." and Dividends shall be paid out of the profits. If the Company sustains accumulated loss, no dividends shall be paid. The Company has a policy to distribute dividends to shareholders of not less than 40% of the net profit after deduction of legal reserves.

Opinion of the Board of Directors: The Company had the net profit of 44,497,181.93 baht for the year 2023, and also had the unappropriated retained earnings. The Board of Directors considered the Public Company Limited Act, the Company's Articles of Association, operating results, financial position, and interests of the shareholders. Nevertheless, the Board of Directors may sometimes consider not to follow the dividend policy depending on the operating results, investment plans, liquidity, necessity, and other appropriate circumstances in the future, as it shall deem appropriate. The Board of Directors deemed it appropriate to propose that the shareholders' meeting

to approve the dividend payment for the year 2023 to the shareholders in cash at the rate of 0.07 baht per share, totaling 450,000,000 ordinary shares, amounted to 31,500,000 baht, or equivalent to 70.79 percent of the net profit. The Company has already paid interim dividend at the rate of 0.03 baht per share, totaling 13,500,000 baht on September 12, 2023. Therefore, the remaining dividend payment for 2023 performance in this period is 0.04 baht per share dividend, totaling 18,000,000 baht. And The Board of Directors deemed it appropriate to propose that the shareholders' meeting to consider refraining from allocating profits as legal reserve because the Company has legal reserve in the amount of 45,000,000 baht, representing 10.00 percent of the registered capital. which is complete as required by law. The allocation of net profit and dividend payment are in line with the Company's policy.

The Company has set the date for determining the names of shareholders who are entitled to the dividend payment to be on March 12, 2024 (Record Date), and the dividend payment shall be made on May 15, 2024. Nevertheless, the right to receive the aforesaid dividend is uncertain as it depends on the approval from the shareholders' meeting.

Voting: The resolution of this agenda shall be passed by a simple majority of the shareholders present at the Meeting and entitled to vote (excluding the abstention).

Agenda 5 To consider and approve the re-election of the directors who retire by rotation for the year 2024.

Facts and Rationale: The Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association prescribe that, at every Annual General Meeting of Shareholders, one-third (1/3) of all directors shall retire from their office. At the 2024 Annual General Meeting of Shareholders, 3 directors who retire by rotation are as follows:

- 1) Mr. Taveesak Fungkiatcharoen Independent Director / Audit Committee
- 2) Pol. Lt. Gen. Suraphong Chaijant Independent Director / Chairman of Nomination and
Compensation Committee / Risk Management Committee /
Corporate Governance Committee
- 3) Mr. Surapong Rungjang Director / Executive Committee

The company announced the invitation to the shareholders to nominate candidates to be elected as the Company's directors from September 22, 2023 to December 31, 2023 on the Company's website and via the Stock Exchange of Thailand (SET) portal. However, no shareholder nominated any candidate for election as the Company's directors.

Opinion of the Board of Directors: The Board of Directors (excluding those who have conflict of interest) deemed it appropriate to propose that the shareholders' meeting to approve the re-election of the 3 directors who retired by rotation to hold office for another term. The 3 directors are fully qualified, have no prohibited characteristics as prescribed by the law, and serve their office well. In this regard, the persons who are nominated to be independent directors have the qualifications in accordance with the law regarding the requirements related to independent directors, by proposing the following appointments as follows:

- 1) Mr. Taveesak Funghiatcharoen Independent Director / Audit Committee
- 2) Pol .Lt. Gen. Suraphong Chaijant Independent Director / Chairman of Nomination and Compensation Committee / Risk Management Committee / Corporate Governance Committee
- 3) Mr. Surapong Rungjang Director / Executive Committee

The profiles of the nominated persons as the Company's directors appear in **Enclosure No. 3**.

Voting: The resolution of this agenda shall be passed by a simple majority of the shareholders present at the meeting and entitled to vote (excluding the abstention). The shareholders shall elect each director individually.

Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2024.

Facts and Rationale: According to the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association, the Company's directors are entitled to receive the remuneration from the Company in terms of reward, meeting allowance, pension, bonus or other remuneration paid in other forms, or as considered by the shareholders' meeting.

Opinion of the Board of Directors: Nomination and Compensation Committee considered the remuneration of the directors which should be commensurate with the number of directors, operating result, duties, responsibilities and performance of each director. And set remuneration similar to other listed companies on the Stock Exchange of Thailand and in the same industry group. Therefore, the Board of Directors deemed it appropriate to propose that the 2024 Annual General Meeting of Shareholders to approve the remuneration for the Board of Directors and the sub-committees for the year 2024 as follows:

Board /1	2023	2024 (proposed year)
1. Meeting Allowance (Baht per time)		
Board of Directors		
Chairman	30,000	30,000
Directors	10,000	10,000
Audit Committee		
Chairman	15,000	15,000
Directors	7,500	7,500
Nomination and Compensation Committee / Risk Management Committee / Corporate Governance Committee		
Chairman	10,000	10,000
Directors	5,000	5,000
2. Annual bonus /2	The amount not exceed 800,000 baht	The amount not exceed 800,000 baht
3. Other benefit	- None -	- None -

Note: /1 Directors who are involved in the management of the Company's business operations will not be entitled to compensation and annual bonuses.

/2 For consideration of annual bonus rewards has authorized the Nomination and Compensation Committee to be authorized to consider this matter for each director.

In this regard, the directors' remuneration for the year 2024, both in the form of meeting allowances and annual bonuses in the total amount not exceed 1,400,000 baht, which is the same as last year.

Voting: The resolution of this agenda shall be passed by a two-thirds majority of the shareholders present at the Meeting.

Agenda 7 To consider and approve the appointment of the Company's auditor and the determination of audit fees for the year 2024.

Facts and Rationale: According to the Public Company Limited Act B.E. 2535 (1992) and the Company's Articles of Association which state that "... at every annual general meeting of shareholders, the Company shall appoint the auditors and determine the audit fee of the Company. The former auditor may be re-appointed ..."

Opinion of the Board of Directors: The Audit Committee has considered the qualifications of the auditors and is of the opinion that DIA International Auditing Co., Ltd. is a reliable auditor and has no relationship or interest with the company, subsidiaries, executives, major shareholders, or those involved in a manner that affects the independent performance of duties. by considered work standards, expertise in auditing accounts, and has always performed his duties very well. The Board of Directors deemed it appropriate to propose that the shareholders' meeting the appointment of DIA International Audit Co., Ltd. as the auditor of the Company for the year 2024 as follow:

Name of the proposed auditor	CPA License No.	Number of years to certify the Company's financial statements	
1. Mr. Joompoth Priratanakorn	7645	None	or
2. Miss Suphaphorn Mangjit	8125	None	or
3. Mr. Apipong Leongnarktongdee	12199	None	

In the case that the above mentioned auditors cannot perform his/her duty, DIA International Audit Co., Ltd. shall arrange and delegate new certified public auditor from its firm, approved by the Securities and Exchange Commission (SEC), to conduct the audit and express his/her opinion on the financial statements of the Company. The audit fees of the Company for annual financial statement and financial statement in 3 quarters, total amount is 1,595,000 baht as follows:



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Detail	2023	2024 (proposed year)
1. Annual audit fee for the Company's financial statements (baht)	720,000	720,000
2. Quarterly review fee for the Company's financial statements (baht)	600,000	600,000
3. Annual audit fee for consolidated financial statements (baht)	-	80,000
4. Quarterly review fee for consolidated financial statements (baht)	-	195,000
5. Non-Audit Fee	-	-
Total	1,320,000	1,595,000

In addition, for the audit of 4 subsidiaries, the Company has chosen to use the same auditing firm, namely DIA International Auditing Company Limited. The Board of Directors will oversee that the financial statements can be prepared in time.

The profiles and preliminary information of the nominated auditors are shown in **Enclosure No. 4**.

Voting: The resolution of this agenda shall be passed by a simple majority of the shareholders present at the meeting and entitled to vote (excluding the abstention).

Agenda 8 Consider Other Matters (if any)

Facts and Rationale: According to the Public Limited Companies Act BE 2535, Section 105, paragraph two, states that "...shareholders, individually or collectively holding not less than one-third of the Company's total issued shares, may propose to the meeting to consider any matters other than those proposed in the invitation ..."

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to include this agenda in the shareholders' meeting in order to provide the shareholders an opportunity to express their opinion and make any inquiry in relation to the Company, and/or the Board of Directors and/or related persons to respond to the shareholders (if any).

For the 2024 Annual General Meeting of Shareholders can adjust to suit the situation and have flexibility in holding shareholder meetings the Board of Directors Meeting Therefore passed a resolution to assign the Chief Executive Officer or the Executive Committee or the person that the Chief Executive Officer or the Executive Committee has the power to consider revising details of the 2024 Annual General Meeting of Shareholders as appropriate if there is a situation that requires a change in the 2024 Annual General Meeting of Shareholders, such as changing the date, time, venue, agenda of the meeting. Meeting method as originally specified or perform any other actions according to the conditions stipulated by the law, considering the interests of the shareholders and within the legal, announcements, recommendations, and other practices that may be further announced in the future and further to report to the board of directors.

The Company hereby invite shareholders to attend the 2024 Annual General Meeting of Shareholders via electronic media system (E-AGM) in regard to the date, time and place as mentioned above. The system shall be



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opened from 12.00 p.m. until the meeting time. The Company recommends Shareholders and/or Proxy holder to study registration procedure and submit all relevant documents that require to identity proofing for receiving Username and Password before the meeting date, together with study vote casting procedures as detailed in **Enclosure No. 8** and **Enclosure No. 9**, In order to preserve the rights and benefit of shareholders as they are unable to attend the meeting and they have intention to granting proxy to the Company's independent director as detailed in **Enclosure No. 7**. Therefore, shareholders shall fill details in the proxy form in **Enclosure No. 6** with the grantor's signature and attach duty stamp (20 Baht) and then deliver proxy Form B or Form C and relevant document to the address hereto;

1) Postal delivery: "Office of Company Secretary"

Function International Public Company Limited

313 Charoen Phatthana Rd., Bang Chan, Khlong Sam Wa, Bangkok 10510

2) E-mail: cs@functioninter.co.th

For convenience to inspect the document, shareholders shall prior deliver the document to the Company within April 12, 2024. In addition, to facilitate the 2024 E-AGM to be carried out with efficiency, shareholders are invited to send the question in relation to the meetings' agenda in advance. In cooperation, the Company would like foreign shareholders to prior send the questions to the Company which the Company can summarize those questions and translate in Thai language which the shareholders' meeting can understand as well. Foreign shareholders can send their questions, name, address and contact detail (if any) to Email: cs@functioninter.co.th or sending by registered letter to "Office of Company Secretary" as address has mentioned above. Moreover, the Company will use verify Username in the registration and vote counting process in the meeting, therefore, shareholders and/or proxy holder are required to identity proofing include other supporting documents as mentioned in **Enclosure No. 9**.

Yours sincerely

(Dr. Naris Chaiyasoot)

Chairman of the Board