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March 27, 2023

Subject : Invitation to the 2023 Annual General Meeting of Shareholders via Electronic Media (E-AGM)

To : The shareholders of GMM Grammy Public Company Limited

Enclosures

1. Objectives and rationale of the Board of Directors' opinions to facilitate shareholders' considerations
2. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022
3. Financial Summary from the Annual Registration Statement / the 2022 Annual Report (Form 56-1 One Report)
4. Profiles of the nominated candidates to replace directors who retired by rotation (4.1 - 4.3)
5. Details of the independent directors proposed as proxy holders (in the event that an independent director is appointed as a proxy holder)
6. The Company's Articles of Association concerning the Shareholders' Meeting
7. Documents and evidence that attendees have to identity proofing before joining the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.
8. Procedures chart for Identity proofing and attend the 2023 AGM through Electronic Media (E-AGM)
9. Form for Submitting Question in Advance for the 2023 AGM via Electronic Media (E-AGM)
10. QR Code Downloading Procedures for Documents of the 2023 E-AGM and the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report)
11. Three types of Proxy Forms (Form A, B, and C), according to the announcement of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 and as amended and P.O. Box Envelope in case of returning the form by post (It is recommended to use type B).
12. Registration Form for attending the 2023 Annual General Meeting of Shareholders through Electronic Media (E-AGM)
13. Profiles of the Auditors Nominated as the Auditors of the Company in 2023 (13.1-13.2)
 - Form of the Meeting notification with QR code for downloading meeting documents

The Board of Directors ("the Board") of GMM Grammy Public Company Limited ("the Company") at its Meeting No.1/2023 convened on February 27, 2023, has resolved to invite all shareholders to attend the 2023 Annual General Meeting of Shareholders ("the Meeting") which will be convened on **Friday, April 28, 2023, at 2.00 p.m., via electronic media (E-Meeting / E-AGM) only**, in compliance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) , the Notification of the

Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022.

The Board's opinion: The Board was deemed appropriate to present the minutes of the 2022 Annual General Meeting of Shareholders convened on April 29, 2022, to the Meeting to certify the minutes.

Agenda 2 To acknowledge the declaration of the 2022 operational results and the Company's Annual Report

The Board's opinion: The Board was deemed appropriate to report the Company's operational results and submit the 2022 Annual Report to the Meeting for acknowledgment.

Agenda 3 To approve the Statements of Financial Position and the Comprehensive Income Statements for the fiscal year ending December 31, 2022.

The Board's opinion: The Board proposed to the Meeting to approve the Company's Statement of Financial Position and the Comprehensive Income Statement for the fiscal year ended December 31, 2022, which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the certified public accountant.

Agenda 4 To approve the appropriation of the 2022 net profit as statutory reserve fund.

The Board's opinion: The Board proposed to the Meeting to approve the appropriation of net profit as statutory reserve fund at the rate of 5 percent of the net profit the year 2022 ending December 31, 2022 of separate financial statements, totaling Baht 6,819,139, because according to the separate financial statements as of December 31, 2022, the company had a total net profit of Baht 136,382,782. In order to comply Section 116 of Public Company Limited Act, and Clause 38 of the Company's Articles of Association

Agenda 5 To approve the omission of dividend payment from the 2022 operational results.

The Board's opinion: The Board proposed to the Meeting to approve the omission of dividend payment from the 2022 operational results The company had a net profit of Baht 136 million and retained earnings of Baht 211 million, respectively, in the separate financial statements, in order. This is to allow the company having working capital in the company's business.

Agenda 6 To approve the appointment of directors in place of those who are due to retire by rotation for the year 2023.

The Board's opinion: The Board (except those 3 retired directors who have conflicts of interest in this agenda) has been carefully scrutinized, cautious to the appropriateness. This is to ensure that the persons nominated for this time are qualified for the Company's business operation. According to the opinion of the Nomination and Remuneration Committee, therefore resolved to proposed to the Meeting to endorse the appointment of directors who are due to retire by rotation namely (1) Mr. Paiboon Damrongchaitham, (2) Miss Boosaba Daorueng, (3) Mr. Phawit

Chitakorn as the Company's directors for another term. (Profiles of those 3 candidates are described in Enclosure 4.1 - 4.3).

Agenda 7 To approve the remunerations of the Board of Directors and subcommittees for the year 2023.

The Board's opinion: The Board proposed that the Meeting to approve the Board of Director and Audit Committee's remuneration for the year 2023 at the amount of Baht 6,650,000, which is the same amounts as the previous year, according to the rules and details set forth. No remuneration shall be paid to other sub-committees.

Agenda 8 To approve the appointment of the auditors and the determination of the audit fee for the year 2023.

The Board's opinion: The Board proposed that the Meeting appoint EY Office Limited as the Company's auditor for the fiscal year ended December 31, 2023, and that any one of the individuals below be responsible for reviewing or audit and provide an opinion on the financial statements of the Company, namely (1) Mr. Khitsada Lerdwana CPA No.4958 or (2) Mrs. Ponnard Paocharoen CPA No.5238. (Profiles of those 2 auditors are described in Enclosure 13.1 - 13.2). In addition, the Meeting is proposed to approve the audit fee of the Company for the year 2023 at the amount of not exceeding Baht 3,053,600, which is the same amount as the previous year.

Agenda 9 To approve the amendment of the Company's Articles of Association.

The Board's opinion: The Board proposed that the Meeting to approve the amendment of the Articles of Association on article 22, article 29, article 30 and article 37. The statement shall be carried out in accordance with the Public Limited Companies Act (No.4) B.E.2565 (2022) and Notification of the Department of Business Development Re: the advertisement via electronic means B.E.2565 (2022) regarding the amendment of the Company's Articles of Association as follows:

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p>Article 22. In convening the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than seven (7) days in advance of the meeting date. Except in cases of urgency or for the purpose of reserving the rights or interest of the Company, the notice of the meeting may be sent by other means and be held earlier.</p> <p>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p>	<p>Article 22. In convening the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than the period specified by law. Except in cases of urgency or for the purpose of reserving the rights or interest of the Company, the notice of the meeting may be sent by electronic means or other means and be held earlier.</p> <p>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</p>
<p>Article 29. The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place, date,</p>	<p>Article 29. The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders not less than 7 days before the date of the meeting. The notice shall specify the place,</p>

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
<p>time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.</p>	<p>date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details - specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper <u>or via electronic means, through the process which shall be in accordance with the applicable laws</u>, not less than 3 consecutive days in advance of the date of the meeting date at least 3 days.</p>
<p>Article 30. The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</p> <p>The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers as prescribed by the laws and Articles of Association.</p> <p>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.</p> <p>The shares held by the Company, are not be counted to constitute a quorum for a Shareholders' Meeting.</p>	<p>Article 30. The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of shares sold.</p> <p>Under each Shareholders' Meeting, Board of Directors may determine to have the Shareholders' Meeting through electronic media in accordance with the rules and procedures as prescribed by the related laws.</p> <p>The Shareholder's Meetings through electronic media and the sending of a summoning notice for the Shareholder's Meetings including its related documents shall be conducted under the procedure and period as provided by the laws and Articles of Association or sent by electronic mails, but it will be sent in accordance with the period and advertisement in newspapers <u>or via electronic means, through the process which shall be in accordance with the applicable laws</u>.</p> <p>The Shareholders, who attended the Shareholders' Meeting through electronic media with the same procedures and terms as mentioned above, shall be deemed to be the attendance of the Shareholders' Meeting which can be counted to constitute a quorum for Shareholders' Meeting and shall be deemed to be the legally meeting under the related laws.</p> <p>When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the Meeting does not constitute a quorum as specified, if such Meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than 7 days prior to the Meeting. At this later, a quorum as prescribed is not compulsory.</p> <p>The shares held by the Company, are not be counted to constitute a quorum for a</p>

Present Company's Articles of Association	Proposed Amendment to the Company's Articles of Association
	Shareholders' Meeting.
<p>Article 37. Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within 1 month from an Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers over 3 consecutive days.</p>	<p>Article 37. Dividends cannot be disbursed from other sources of funds except profits. In the event that the Company has accumulated losses, no dividends will be paid.</p> <p>Dividend payments are equally divided according to the number of shares. Treasury stock will not receive any dividend payments.</p> <p>The Board of Directors may authorize interim dividend payments from time to time when there are reasonable profits to support the move and such decision will be announced at the next shareholders' meeting.</p> <p>Dividend payments should be made within 1 month from an Annual General Meeting or whenever the Board of Directors consents, according to circumstances. The notice has to be made in writing to all shareholders and the notification of impending dividend payments announced in Thai newspapers <u>or via electronic means, through the process which shall be in accordance with the applicable laws,</u> over 3 consecutive days.</p>

In this regard, the person delegated by the Board of Directors who has to register the amendment of the Articles of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Articles of Association in line with the registrar's order.

Agenda 10

Other matters. (if any)

The Board's opinion:

The Board deemed it appropriate to include this agenda so as to comply with the section 105 of the Public Limited Companies Act B.E.2535 (as amended) specifying that shareholders holding shares amounting not less than one-third of the total number of paid-up shares are qualified to ask the Meeting to consider any matter other than those set out in the invitation letter. Additionally, this agenda is also set for shareholders who wish to ask any further questions or provide any other opinions (if any). However, according to the Principles of Corporate Governance of Listed Company issued by Thai Institute of Directors (IOD) and AGM Checklist of Thai Investors Association, it is not recommended to add any other agendas that are not specified in the invitation letter to the Meeting to approve or vote.

In this regard, the Company specifies the names of shareholders for the rights to attend and vote at the 2023 AGM shall be recorded on March 13, 2023 (Record Date). The company would like to invite the shareholders to attend the meeting. via electronic media at the aforementioned date and time at the same time, which the Company will open for registration in the E-AGM system to attend the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) from 1.00 p.m. on Friday, April 28, 2023 onwards.

The Company recommends Shareholders and/or Proxy holder to study the conditions and methods of registration procedure, including submitting the request form to attend the Annual General Meeting of Shareholders for the year 2023 via electronic media (E-AGM) (according to Enclosure 12) and submit all relevant documents that require to identity proofing for receiving individual link to attend the E-AGM and the system access manual, together with study vote casting procedure as detailed in Enclosure 7. and Enclosure 8.

If any shareholder wishes to grant a proxy to another person instead of attending the Meeting in person to vote on shareholders' behalf. Please fill in the details and sign the Proxy Form A or Form B either. (Enclosure 11) to be complete, foreign shareholders which appoints a custodian in Thailand to be a stock depository and keeper, please use one of the Proxy Form A or Form B or Form C (Custodian). (Enclosure 11) with a 20 baht stamp duty attached. In the event that shareholders are unable to attend the meeting, able to grant a proxy to the Company's independent directors (Enclosure 5) instead of attending the Meeting in person to vote on shareholders' behalf according to the proxy form by sending a proxy that shows the desire to vote (Recommend to use the Proxy Form B (Enclosure 11)). To do so, please complete the Proxy Form B and give all vote instructions, and submit it along with accompanying documents for proxy appointment in the envelope enclosed with the 2023 Notice AGM (No stamp needed) to the Company by April 21, 2023. (Please study the details of documents and evidence that attendees have to identity proofing before joining the 2023 E-AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting (Enclosure 7).

For shareholders to receive the greatest benefit at the Meeting and fully protect the rights as a shareholder, should you have any queries that you would like the Company to clarify on any agenda, you can send the questions prior to the Meeting, please sending Form for Submitting Question in Advance for the 2023 AGM (Enclosure 9) via Electronic Media (E-AGM) to the company secretary via email:cs@gmmgrammy.com or by placing the completed form in the envelope enclosed with the Notice (No stamp needed) to the Company Secretary, GMM Grammy Public Company Limited, 41st Floor, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110 within April 21, 2023, or any shareholder who wishes to obtain a hard copy of the Annual Registration Statement /the 2022 Annual Report (Form 56-1 One Report) , please contact **Office of Corporate Secretary**.

To provide the shareholders' convenience in accessing the above information, the entire set of documents related to the Invitation of the 2023 Annual General Meeting of Shareholders, together with the proxy forms and all related documents , including downloading documents on the Company's website (www.gmmgrammy.com), both in Thai and English, **March 27, 2023, onwards**. The 2022 annual registration statement / Annual Report (Form 56-1 One Report) shall be publicized on the Company's website prior to the meeting date, not less than 21 days.

Yours Faithfully,



(Mr. Paiboon Damrongchaitham)

Chairman of the Board

By resolution of the Board

For information regarding the Shareholders' Meeting, please contact:

Office of Corporate Secretary Tel. (+662) 669 9291 / (+662) 669 9152 Email: cs@gmmgrammy.com