



Invitation to the 2024 Annual General Meeting of Shareholders
of Delta Paint Public Company Limited

25 April 2024 at 1.00 p.m.

via electronic media only

Date 25 March 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM)
To Shareholders of Delta Paint Public Company Limited
Enclosure

1. A copy of the minutes of the 2023 Annual General Meeting of Shareholders
2. The 2023 Annual Report (Form 56-1 One Report) with consolidated financial statements for the year 2023 ended 31 December 2023 in QR Code format
3. Profiles of the candidate directors nominated to replace the directors retiring by rotation
4. Definition of an Independent Director
5. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
6. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
7. Proxy Form
8. Profiles of the independent directors proposed as proxies by the Company
9. Procedures for attending the 2024 Annual General Meeting of Shareholders through electronic media
10. Privacy Notice

The Board of Directors of Delta Paint Public Company Limited (the “Company”) has resolved to hold the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 1.00 p.m. via the electronic media only (E-AGM) to consider the agenda as follows:

Agenda 1 To acknowledge the minutes of the 2023 Annual General Meeting of Shareholders.

Facts and reasons

The 2023 Annual General Meeting of Shareholders of the Company was held on 25 April 2023, which the copy of the minutes was submitted to the Stock Exchange of Thailand within the specified period and uploaded on the Company's website (www.deltapaint.co.th) for disclosing to shareholders and general investors. It appeared that no shareholder objected or requested for amendment.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the shareholders meeting to certify the minutes of the 2023 Annual General Meeting of Shareholders held on 25 April 2023 and it was accurately recorded according to the meeting resolution. A copy of the Minutes is attached as Enclosure No. 1

Voting Requirement

Notice to acknowledge, there is no resolution for this agenda.

Agenda 2 To acknowledge the Company's 2023 operating results

Facts and reasons

The Company has provided the Company's operating result report of the year 2023 (Form 56-1 One Report) (Part 1 Subject Structure and operations of the group of companies) which has been provided to the shareholders in the QR-Code format attached hereto. The details are as specified Enclosure No. 2

Board's Opinion

The Board of Directors deemed it appropriate to propose the meeting of shareholders to acknowledge the Company's 2023 operating results. The detail is as specified in Enclosure No. 2

Voting Requirement

Notice to acknowledge, there is no resolution for this agenda.

Agenda 3 To consider and approve the consolidated financial statements for the year ended 31 December 2023

Facts and reasons

In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992), the Board of Directors must cause to be made a balance-sheet and a profit and loss account as of the end of the company's accounting year to be submitted to an Annual General Meeting of shareholders for consideration and approval. The Board of Directors shall provide the balance-sheet and the profit and loss account to be audited by an auditor prior to their submission to the Annual General Meeting of shareholders.

The Board of Directors had prepared the Company's audited financial statements for the fiscal year ended as at 31 December 2023, audited by the auditor as well as verified by Audit Committee in order to propose to the Annual General Meeting of shareholders for consideration and approval in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (see details in Enclosure No. 2), with the summary as follows:

Detail	2023	2022
Total asset	1,228,476,403.79	1,085,846,233.34
Total liability	598,876,705.74	359,476,797.14
Total income	1,016,032,474.88	899,724,435.53
Annual earnings	12,996,544.17	55,612,942.38
Primary earnings per share	0.06	0.24

Board's Opinion

The Board of Directors deemed it appropriate to propose the Annual General Meeting of shareholders to approve the consolidated financial statements for the year ended 31 December 2023 which audited by auditor and considered by the Audit Committee. The details are disclosed in the 2023 Annual report (Form 56-1 One Report) (Part 3) which provided herein as detailed in Enclosure No. 2.

Voting Requirement

This agenda requires the majority of votes of the shareholders attended the meeting and exercised their votes.

Agenda 4 To consider and approve the non-payment of dividend in respect of the Company's operating results of the year 2023

Facts and reasons

Regarding to Section 115 of the Public Limited Companies Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. And according to Section 116 and article 50 of the Company's Articles of Association require that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

The Company has the policy to pay dividends at a minimum rate of 40 percent of its net profit derived from the separate financial statements after deducting tax, legal reserves, other reserves (If any) and debts according to the terms as set out on loan agreements. However, the Company may consider the dividend payout by considering the various factors in order to generate most benefit to the shareholders and such dividend payout shall not significantly affect the Company's normal operation. The dividends payout shall be depending on the performance, financial position, liquidity, cash flow, and necessity to use working capital in the operation, investment plan, business expansion plan, appropriateness of the market conditions, terms and restrictions as stated in the loan agreements and other appropriateness in the future related to the Company's operation and management under the conditions that the Company shall have sufficient cash flow for its business operation and such process shall incur the best interest for the shareholders.

From the Company's operating results for the fiscal year ending on 31 December 2023, according to the separate financial statements for the fiscal year ended as of 31 December 2023, which have

been audited by the auditor. The Company has the net profit derived from the operating result of the year 2023 of 13,695,760.68 baht and accumulated profits of 12,996,544.17 baht.

Board of Director's Opinion

The Board of Directors deemed it appropriate to propose the meeting of shareholders to approve the non-payment of dividend in respect of the Company's operating results of the year of 2023 due to the fluctuation of economics, the Company, is in need to reserve cash for working capital and business expansion.

Table of comparison of the dividends in relation to the operating results of 2022 to 2023

Details of dividend payment	2022	2023 (as proposed)
1. Annual net profit (Baht)	56,492,844.04	-
2. Number of the Company's issued shares (Million Shares)	230,000,000	-
3. Par Value per share (Baht)	1	-
4. Amount of dividend per share	0.162	-
5. Total amount of dividends paid (Baht)	37,260,000	-
6. Dividend Pay-out Ratio (%)	65.96	-

The Company has been allocated 10 percent of the Company's registered capital as a legal reserve: thus, no additional legal reserve shall be required

Voting Requirement

This agenda requires the majority of votes of the shareholders attended the meeting and exercised their votes.

Agenda 5 To consider and approve the election of directors replacing those who retire by rotation

Facts and reasons

Regarding to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association clause 18, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

The directors who shall retire at the 2024 Annual General Meeting are as follows:

- | | |
|---------------------------------|----------------------|
| 1. Mr. Surakiat Wongwasin | Independent Director |
| 2. Mr. Parnkorn Kiratvivarasedt | Independent Director |

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee has considered before proposing the Board of Directors for consideration and approval from the shareholders' meeting for the election of directors. It was considered from the structure of the Company's Board of Directors and director's qualification individually and opined that the two directors who will be retired by rotation having qualifications in accordance with Public Limited Companies Act and Securities and Exchange Act and other related laws (if any) and being a person with appropriate qualifications, knowledge, abilities, experiences, and past performance as the Company's director of providing opinions that benefit the Company. The two directors do not possess any restricted characteristics and does not operate or being the shareholder in any business with the manner of competitive to the Company. The Nomination and Remuneration Committee has considered that the person nominated as an independent director will be able to give independent opinions on the operations of the company and have qualifications in accordance with the laws relating to independent directors. The details of the definition of independent directors appear in Enclosure. 4.

The Nomination and Remuneration Committee, therefore, deemed it appropriate to nominate the two directors to be re-appointed as the director for another term. Profiles of the candidate directors nominated to replace the directors retiring appear in Enclosure No. 3.

The Company's shareholdings held by the nominated directors

Names of the retiring directors nominated for re-appointment	Number of shares held	Voting Rights
1. Mr. Surakiat Wongwasin	0	0
2. Mr. Parnkorn Kiratvivarasedt	0	0

Board's Opinion

The Board of Directors has deliberately considered and assessed according to the Nomination and Remuneration Committee's suggestion, and deemed it appropriate to propose to the meeting of shareholders to approve the election of the two following directors who will be retired by rotation for another term of office as follows; Mr. Surakiat Wongwasin and Mr. Parnkorn Kiratvivarasedt who retired by rotation.

In this regard, the person nominated this time has been considered in accordance with the specified nomination process. and have qualifications in accordance with Public Company Limited, Law Securities and Exchange Law and relevant regulations (if any), and is suitable for

the Company's business operations and independent directors are qualified according to the relevant laws relating to independent directors.

Voting Requirement

This agenda requires the majority of votes of the shareholders attended the meeting and cast their votes.

Agenda 6 To consider and approve the determination of the director's remuneration for the year 2024

Facts and Rationale

Regarding to the Section 90 of the Public Company Limited Act B.E. 2535 (1992), and Clause 33 of the Company's Articles of Association, provide that directors are entitled to receive remuneration from the Company in form of rewards, meeting allowance, annuity, bonus or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, allowances and welfare benefits shall be paid in accordance with the Company's regulations.

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee's Opinion has determined the director's remuneration based on the director's performance and their scope of responsibilities by comparing to other companies in the same business or similar industries remunerate their directors as well as the survey results of directors' remuneration of the Thai Institute of Directors (IOD) and found that the directors' remuneration set by the Company was at a rate close to the overall market average

Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the remuneration of the Board of Directors' and sub-committees' for the year 2024 in forms of meeting allowance with the details are as follows.

Position	Board of Directors (Baht/Time)	Audit Committee (Baht/Time)	Risk Management Director Committee (Baht/Time)	Nomination and Remuneration Committee (Baht/Time)
Chairman	15,000	15,000	15,000	15,000
Independent Director	10,000	10,000	10,000	10,000

Table of comparison of the remuneration paid to directors in 2024 and 2023

Position/Composition of remuneration	Meeting Allowance (Baht/Person/Time)	
	2024	2023
Board of Directors		
Chairman of the Board	15,000	15,000
- Independent director	10,000	10,000
Audit Committee		
- Chairman of the Audit Committee	15,000	15,000
- Member of the Audit Committee	10,000	10,000
Executive Risk Management Committee		
- Chairman of the Risk Management Committee	15,000	15,000
- Member of the Risk Management Committee	10,000	10,000
Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	15,000	15,000
- Member of the Nomination and Remuneration Committee	10,000	10,000

In determining the directors' remuneration, the Board of Directors and sub-committees of the Company do not receive any benefits other than meeting allowance as detailed above. The scope of responsibilities of the Board of Directors and sub-committees are as specified in the 2023 Annual report (Form 56-1 One Report) (Part 2 Subject Report on key performance results in corporate governance) which provided herein as detailed in Enclosure No. 2.

Voting Requirement

This agenda requires approval by the vote of no less than two-thirds of total votes of the shareholders who attended the meeting.

Agenda 7 To consider and approve the appointment of the auditor, and their remuneration

Facts and reasons

Regarding to the Section 120 of the Public Company Limited Act B.E. 2535 (1992), and Clause 58 of the Company's Articles of Association, provide that the Annual General Meeting of Shareholders

of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board, the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for seven years, whether consecutive or not. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the auditor(s) in previous year. Nevertheless, the Company can appoint an auditor who has rotated after passed at least five financial years consecutively from the date of retirement.

The Audit Committee’s Opinion

The Audit Committee has considered the appointment of the Company’s auditor based on the independence of auditors and their remuneration. Therefore, opined to propose the appointment of Mrs. Suvimol Krittayakiern, CPA License No. 2982 or Miss Somjintana Pholhirunrat CPA License No. 8152 or Miss Suphaphorn Mangjit CPA License No. 5599 or Mr. Apipong Leongnarkongdee CPA License No. 12199 from DIA International Company Limited as the auditor of the Company for the year 2024. The audit remuneration is fixed for not exceeding 2,450,000 Baht per year.

Comparison Table of Audit Remuneration

Auditors' remuneration	Fiscal year 2024 (As proposed)	Fiscal year 2023
1. Audit fees	2,450,000	2,385,000
2. Other expenses	Pay per use	Pay per use

Board’s Opinion

The Board of Directors deemed it appropriate to propose the shareholders’ meeting to consider and approve the appointment of Mrs. Suvimol Krittayakiern, CPA License No. 2982 or Miss Somjintana Pholhirunrat CPA License No. 8152 or Miss Suphaphorn Mangjit CPA License No. 5599 or Mr. Apipong Leongnarkongdee CPA License No. 12199 from DIA International Company Limited as the auditor of the Company for the year 2023. Any of the proposed persons shall be responsible for auditing and expressing the opinion on the financial statements of the Company. In case the above-mentioned auditors are unable to perform their duty, DIA International Company Limited shall procure other audits of their company to perform the auditing duties in substitute of such auditor. The above-nominated auditors for this year have performed the audit duties for the Company for 7 years and do not provide any other services to the Company as well as do not have any relationship or interest with or in the Company or any of its executives, major shareholders or any other party

related thereto. The remuneration for the year 2024 is fixed for 2,450,000 Baht per year, excluding other disbursements.

The auditors of the subsidiaries are certified auditors from DIA International Company Limited as well as the Company's auditor.

Voting Requirement

This agenda requires the majority of votes of the shareholders attended the meeting and exercised their votes.

Agenda 8 Other business (if any)

Please be invited to be participating via the electronic media (E-AGM) on the date, time and venue fixed on 25 April 2024 for the holding of 2024 Annual General Meeting of Shareholders. Shareholders who wish to attend the 2024 Annual General Meeting of Shareholders via Electronic Media (E-AGM) must submit a "Meeting Notification Form" and its supporting documents according to Enclosure No.5 in the Notice of the Meeting to verify the identity by scanning or taking photos and sending them at the email address: investor@deltapaint.co.th by 17 April 2024.

In case the shareholders are unable to attend the 2024 Annual General Meeting via electronic media, they may assign an independent director, as specified in the proxy form, to attend the meeting and vote on behalf of the shareholders or in case any shareholder wishes to appoint any another person to attend the meeting and vote on their behalf in this meeting, please execute one of the Proxy Forms, Form A or Form B. In case of foreign shareholders who appoint a custodian in Thailand to be a stock depository and keeper may consider using Proxy Form A, B, or C as appropriate and submit the completely form to the Company prior to the meeting to Delta Paint Public Company Limited No. 55 Delta House Building Thian Ruam Mit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok, by 17 April 2024.

In addition, the company would like to invite shareholders to submit questions related to the meeting agenda in advance. In this regard, shareholders are requested to submit questions with their names/shareholder registration numbers/phone numbers and others (if any) that can be contacted via E-mail: investor@deltapaint.co.th or registered mail to "Executives Officer" Delta Public Company Limited No. 55 Delta House Building Tien Ruam Mit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok by sending the documents to the Company within 17 April 2024.

The Board of Directors has resolved to approve 15 March, 2024 as the record date for determining the names of shareholders who will be entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date).

Please be invited to attend the meeting on the aforementioned date and time.

Yours sincerely

Delta Paint Public Company Limited

(Mr. Surakiat Wongwasin)

Chief Executive Officer

Profiles of the candidate directors nominated to replace the directors retiring by rotation.



Name	Mr. Surakiat Wongwasin
Age	68 years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - MBA – Finance Wharton Graduate School, University of Pennsylvania - Bachelor's degree Textile Engineering Fukui University, Japan
Director Accreditation Program	<ul style="list-style-type: none"> - Director Certification Program (DCP) No.201/2008 Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) 174/2020 Thai Institute of Directors (IOD)
Work Experience	<ul style="list-style-type: none"> 2012 – Present Director, Wa Sinsap Company Limited 2016 – Present Director, Wealth Production Company Limited 2016 – Present Director, Life Plus Company Limited 2020 – Present Independent Director, Delta Paint Public Company Limited
Current job position	
<u>In other listed companies</u>	None
<u>In other non-listed companies</u>	3 company
In any companies which may result in a conflict of interest with the Company	None
Nature of nominated directorship	Independent Director
Term of office	3 years
Shareholding in the Company	Ordinary Share of 0 share, accounted for 0 percent of the total issued shares of the Company

Direct and indirect interests in the Company or in the relevant Subsidiaries	None
Family relationship with executive or major Shareholders of the Company	None
Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years	None
Director that takes part in managing, employees, staff or advisers who receive salary on regular basis	None
Professional such as auditor or legal adviser	None
Business relationship which is considered material and may have effect to performance on independent duty	None
Historical records or meeting Attendance in 2023	Board of Directors' meeting: 5 times out of 5 meetings Risk Management Committee Meeting : 5 times out of 5 meetings

)This candidate is not a director or executive in any company which may result in a conflict of interest with the Company(

Profiles of the candidate directors nominated to replace the directors retiring by rotation.



Name	Mr. Parnkorn Kiratvivarasedt
Age	46 years
Nationality	Thai
Educational qualification	- Bachelor's degree in Financial Management Chulalongkorn University - MBA in Financial Management Sasin Graduate Institute of Business Administration of Chulalongkorn University
Director Accreditation Program	- Director Certification Program (DCP) No.166/2019 Thai Institute of Directors (IOD)
Work Experience	2002 – Present Director, Keeratithanaphan Company Limited 2010 – 2021 General Manager, CP All Public Company Limited 2020 – Present Independent Director, Delta Paint Public Company Limited 2023 – Present Independent Director, Home Paint Company Limited
Current job position	
<u>In other listed companies</u>	None
<u>In other non-listed companies</u>	2 company
In any companies which may result in a conflict of interest with the Company	None
Nature of nominated directorship	Independent Director
Term of office	3 years
Shareholding in the Company	Ordinary Share 0 shares, accounted for 0 percent of the total issued shares of the Company
Direct and indirect interests in the Company or in the relevant Subsidiaries	None
Family relationship with executive or major Shareholders	None

of the Company

Relationship with the Company or its subsidiaries or juristic persons which may have conflict of interest in past 2 years

None

Director that takes part in managing, employees, staff or advisers who receive salary on regular basis

None

Professional such as auditor or legal adviser

None

Business relationship which is considered material and may have effect to performance on independent duty

None

Historical records or meeting Attendance in 2023

Board of Directors' meeting: 5 times out of 5 meetings
Audit Committees' meeting: 5 times out of 5 meetings
Risk Management Committee Meeting : 5 times out of 5 meetings
Meeting of the Nomination and Remuneration Committee : 2 times out of 2 meetings

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Definition of an Independent Director

The Company has defined the definition of an independent director of the Company as a director who is not an executive director. (Non-Executive Director) and is not involved in the routine management and is not a major shareholder in the company. The company has specified qualifications equal to the minimum requirements of the SEC and the SET. by those nominated as independent directors of the Company Has complete qualifications according to the defined definition as follows:

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company or juristic person of the conflicted person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, or juristic person of the conflicted person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
8. not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

**Documents or evidence showing an identity of the shareholder or
a representative of the shareholder entitled to attend the meeting**

In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. Natural person

1.1 Thai nationality

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2.1 Non-Thai nationality

- (a) passport of the shareholder; or
- (b) in case of proxy, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

1.2 Juristic person registered in Thailand

- (a) corporate affidavit, issued within 6 month by Department of Business Development, Ministry of Commerce; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- (a) corporate affidavit; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true and correct. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public for the period of not more than 12 months before the AGM.

Remark

Shareholders wishing to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) must submit the “Meeting Notification Form” and supporting documents, according to Enclosure 5 in the invitation letter to the meeting. to verify identity by scanning or taking a photo and sending to Email: investor@deltapaint.co.th **within 17 April 2024.**

Shareholders who are unable to attend the 2024 Annual General Meeting of Shareholders via the Company's electronic media (E-AGM) can appoint an independent director as their proxy. to attend the meeting and vote on behalf of the shareholders by delivering the completed proxy form to Delta Paint Public Company Limited, No. 55 Delta House Building, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310 Email: investor@deltapaint.co.th **within 17 April 2024.**

The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

1. Convening of Meeting

Chapter IV Clause 34

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or in Bangkok or in provincial provinces.

Chapter IV Clause 36

To call a meeting of shareholders the board of directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting, together with any other appropriate details and the board of directors' opinion on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper or by electronic means, according to the rules and methods prescribed by law.

2. Proxy

Chapter IV Clause 38

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The appointment of proxy may be performed by electronic media provided that the method shall be safe and reliable to be proven that the proxy is performed by such shareholders, and in accordance with the rules prescribed by the registrar. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

3. Meeting Procedures

Chapter IV Clause 39

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may

request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper or by electronic means, in accordance with the criteria and procedures prescribed by the provisions of law.

Chapter IV Clause 40

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

4. Quorum

Chapter IV Clause 37

A quorum of a meeting of shareholders, requires a lesser of a number of twenty-five (25) shareholders and grantee of shareholder (if any) or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person.

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

5. Voting Procedures

Chapter IV Clause 41

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter IV Clause 42

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by

law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (1) a sale or transfer of all or substantial part of the business of the Company to any person;
- (2) a purchase or acceptance of transfer of business of other public or private companies;
- (3) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (4) an amendment to the Memorandum or Articles of Association of the Company;
- (5) an increase or reduction of capital;
- (6) an issue of debentures; or
- (7) an amalgamation or a dissolution of the Company.

Form of Proxy, Form A

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road Tambol/Kwaeng
Amphur/Khet Province Postal Code

(2) being a shareholder of Delta Paint Public Company Limited,
holding shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at No. ,
..... Road, Tambol/Kwaeng , Amphur/Khet. ,
Province , Postal Code , or

(2) age years, residing/located at No. ,
..... Road, Tambol/Kwaeng , Amphur/Khet. ,
Province , Postal Code , or

(1) age years, residing/located at No. ,
..... Road, Tambol/Kwaeng , Amphur/Khet. ,
Province , Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of
Shareholders to be held on 25 April 2024 at 1.00 p.m. via the electronic media only or such other date, time and
place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts
and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several
portions and granted to more than one proxy in order to divide the votes.

Form of Proxy, Form B.

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road Tambol/Kwaeng
Amphur/Khet Province Postal Code

(2) being a shareholder of Delta Paint Public Company Limited,
holding shares in total which are entitled to cast votes as follows:
ordinary shares: shares in total which are entitled to cast votes; and
preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years,
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet , Province , Postal Code , or

(2) age years,
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet , Province , Postal Code , or

(3) age years,
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet , Province , Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 1.00 p.m. via the electronic media only or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no. 1 To acknowledge the minutes of the 2023 Annual General Meeting of Shareholders
(The agenda is for acknowledgement; the meeting's resolution is not required)
- Agenda no. 2 To acknowledge the Company's 2023 operating results
(The agenda is for acknowledgement; the meeting's resolution is not required)
- Agenda no. 3 To consider and approve the consolidated financial statements for the year ended 31 December 2023
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no. 4 To consider and approve the non-payment of dividend in respect of the Company's operating results of the year 2023.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 5 To consider and approve the election of directors replacing those who retire by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appoint all director
- Approve Disapprove Abstain
- Appointment of any director(s)
- Name of Director : Mr. Surakiat Wongwasin
- Approve Disapprove Abstain
- Name of Director : Mr. Parnkorn Kiratvivarasedt
- Approve Disapprove Abstain
- Agenda no. 6 To consider and approve the determination of the director's remuneration for the year 2024.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 7 To consider and approve the appointment of the auditor, and their remuneration.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 8 Other business (if any)
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Delta Paint Public Company Limited.

For the 2024 Annual General Meeting of Shareholders to be held 25 April 2024 at 1.00 p.m. via the electronic media only or such other date, time and place as may be adjourned.

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. re: Appointment of directors (Continued)

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Made at

Date Month Year

(1) I/We nationality.....
residing/located at No. Road Tambol/Kwaeng.....
Amphur/Khet Province Postal Code.....

in our capacity as the custodian for

being a shareholder of Delta Paint Public Company Limited, holding shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet Province, Postal Code, or

(2) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet Province, Postal Code, or

(3) age years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet Province, Postal Code,

any one of them as our proxy to attend and vote on our behalf at the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 1.00 p.m. via the electronic media only or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

The voting right in all the voting shares held by us is granted to the proxy.

The voting right in part of the voting shares held by us is granted to the proxy as follows:

Ordinary shares: shares in total, which are entitled to cast votes; and

Preferred shares: shares in total, which are entitled to cast votes,

Total: votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

Agenda no. 1 To acknowledge the minutes of the 2023 Annual General Meeting of Shareholders
(The agenda is for acknowledgement; the meeting's resolution is not required)

Agenda no. 2 To acknowledge the Company's 2023 operating results
(The agenda is for acknowledgement; the meeting's resolution is not required)

Agenda no. 3 To consider and approve the consolidated financial statements for the year ended
31 December 2023

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 4 To consider and approve the non-payment of dividend in respect of the Company's operating results of the year 2023.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 5 To consider and approve the election of directors replacing those who retire by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 Appointment of all directors
 Approve with votes Disapprove with votes Abstain with votes
- Appointment of any director(s)
Name of Director : Ms. Mr. Surakiat Wongwasin
 Approve with votes Disapprove with votes Abstain with votes
- Name of Director : Mrs. Mr. Parnkorn Kiratvivarasedt
 Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 6 To consider and approve the determination of the director's remuneration for the year 2024.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 7 To consider and approve the appointment of the auditor, and their remuneration.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 8 Other business (if any)
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 Approve with votes Disapprove with votes Abstain with votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant Facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor
(.....)

Signed..... Grantee
(.....)

Signed..... Grantee
(.....)

Signed..... Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Attachment to Proxy Form C

A proxy is granted by a shareholder of Delta Paint Public Company Limited.

For the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 1.00 p.m. via the electronic media only or such other date, time and place as may be adjourned.

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. re:

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve with votes Disapprove with votes Abstain with votes

Agenda no. re: Appointment of directors (Continued)

Name of Director

Approve with votes Disapprove with votes Abstain with votes

Name of Director

Approve with votes Disapprove with votes Abstain with votes

Name of Director

Approve with votes Disapprove with votes Abstain with votes

Name of Director

Approve with votes Disapprove with votes Abstain with votes

Name of Director

Approve with votes Disapprove with votes Abstain with votes

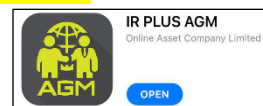
Profiles of the independent directors proposed as proxies by the Company

Name	Mr. Pankorn Kiratvivarasedt
Age	46 years
Address	4/1 Soi Charoen Nakhon 10, Charoen Nakhon Road, Khlong Ton Sai Subdistrict, Khlong San District, Bangkok
Special interests in every agenda proposed in AGM 2024	Agenda no. 5 To consider and approve the election of directors replacing those who retire by rotation.

Procedures for attending the 2024 Annual General Meeting of Shareholders through electronic media

1. Download and Install application“ IR PLUS AGM”

From App Store (Support since iOS 14.5 (and Google Play Store (Support since Android 8(



iOS
iOS 14.5 ขึ้นไป



Android
Android 8.0 ขึ้นไป

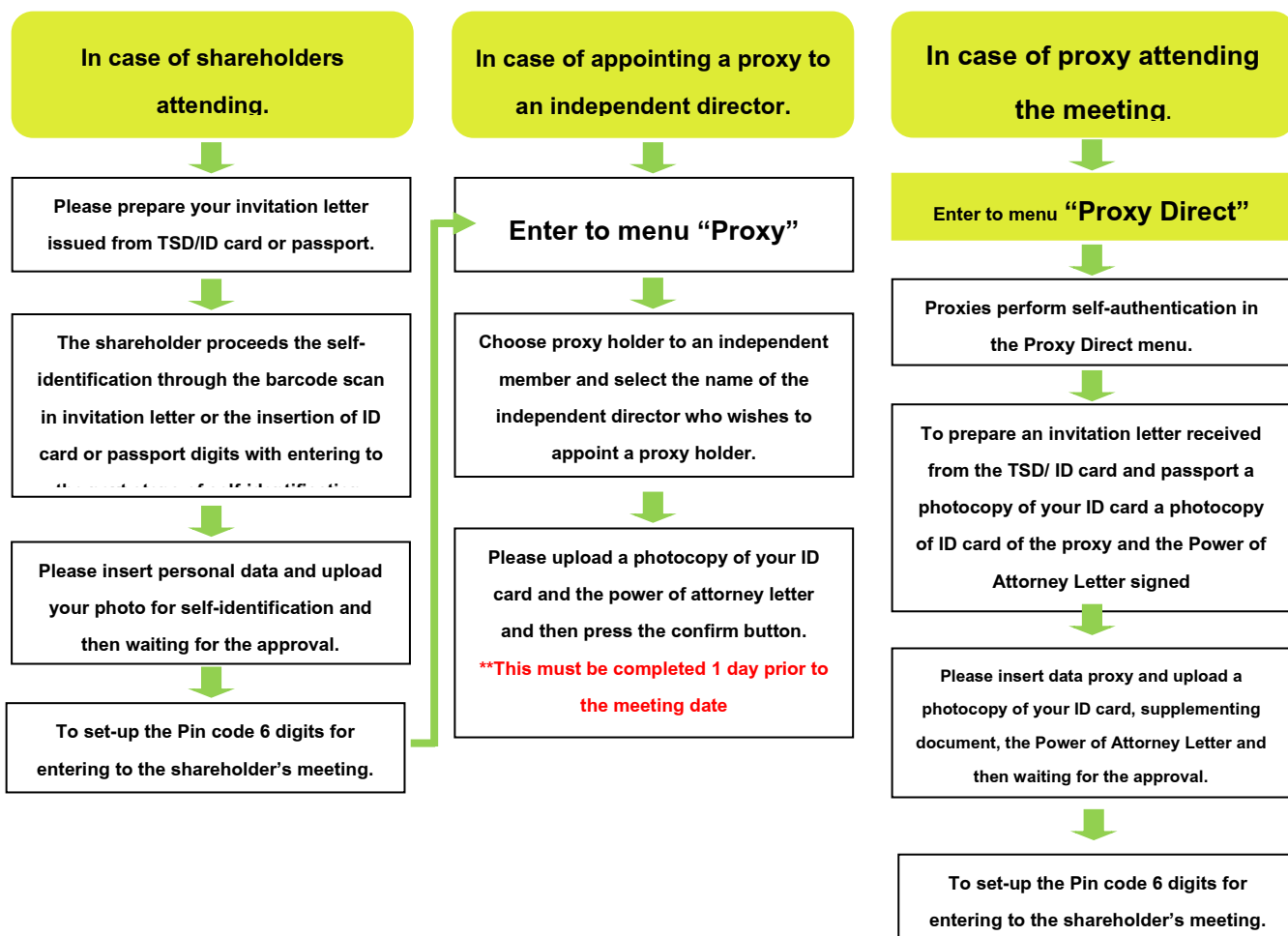


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th ” on Google without an application or program installed.

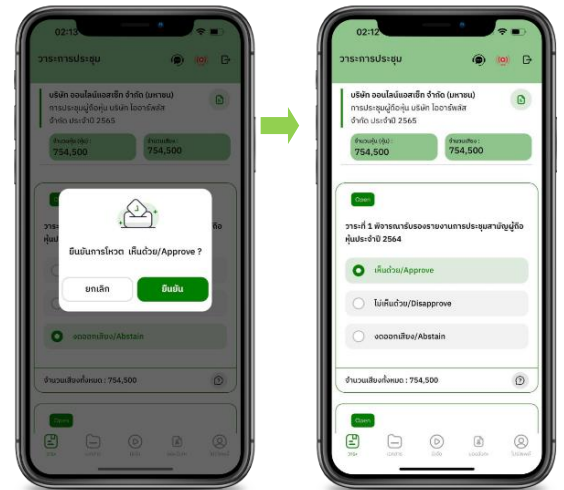
2. Identity verification process) KYC (

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.







3. How to vote.

The system will Default vote“ Agree ”on every agenda that can change the vote result“ Disagree ”or “Abstain” Then press the bottom confirms to confirm. The system Will change the voting result immediately. As shown in the picture.






4. Asking question, Text format and VDO Call format



-  **In case, Asking questions via VDO Call**
Click  that shown on your screen, then type the question. Then wait for the staff will get back to you.
-  **In case, Asking questions via Text**
Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

5. Other Menu

-  : Document
-  Media or VDO Presentation
-  Proxy *Incase Provide proxy to independent directors only.

This must be completed 1 day prior the meeting date

-  Profile
-  Log out** **When you confirm to log out the meeting**

Your vote will eliminate from the vote base immediately.

-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 626 ,2 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday

Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.

Privacy Notice

for the 2024 Annual General Meeting of Shareholders of Delta Paint Public Company Limited

Delta Paint Public Company Limited (the “**Company**”) is aware of the privacy of shareholders and/or of the proxy (“**you**”) who attend the 2024 annual general meeting of shareholders (“**meeting of shareholders**”). Thus, the Company provides this privacy notice to inform you in relation to the collection, use and disclosure of personal data of individual, including rights, security procedures, safety of your personal data, and the contact channels with the Company in accordance with the Personal Data Protection Act B.E. 2562 (“**PDPA**”), relevant laws and regulations, as follows:

1. **Personal Data Processing**: The Company has to collect the personal data of shareholders to organize the meeting of shareholders. The collection of personal data is as follows:

- General personal data, which including but not limited to given name, alias, nationality, age, mailing address, email address, telephone number, facsimile number, identification card photo, identification number, passport information, alien identification information, driving license, signatures, CCTV recording, including images and photos, visual images, voice recordings, and video recordings that record the interaction between you and Company during the meeting.

2. **Purposes of Personal Data Processing**: The Company will process personal data of shareholders on the following proposes and legitimate interests:

2.1 On legal obligation basis

- The Company will collect and use the personal data of shareholders as specified in No. 1.1 to call, conduct, and proceed the meeting of shareholders, which includes identifications of shareholders, delivery of related documents, and other processing to fulfil the resolution of the meeting and the law. Furthermore, this is to comply with law, notice and regulations from other government agencies with legal authority as stated in Public Limited Companies Act, B.E. 2535 and other related laws.

2.2 On legitimate interest basis

- The Company will collect and use the personal data of shareholders as specified in No. 1.1 to record the meeting minutes and as proved of attendance in the meeting of shareholders. Furthermore, this is for further processing related to legitimate interest of Company and other persons, which could be expected reasonably by shareholders.

- The Company will collect and use the personal data of shareholders as specified in No. 1.2 to screen risk contact of COVID-19 and report to responsible agencies in case of encountered with high-risk contact to achieve public health benefits in prevention of communicable diseases and to follow the measures and practices issued by the meeting of shareholders.

- The Company will collect and use the records of images and videos from CCTV of the shareholders for benefits and security measures in processing of the meeting in order to fulfil and achieve purposes set by you and Company.

- The Company will process and keep the record of images and videos of meeting of shareholders to insert in minutes of meeting and for public relations via electronic and publications. The record of image and videos of the meeting of shareholder may include the images and names of the shareholders to achieve purposes of the meeting of shareholders.

3. **Sources of Personal Data**: The Company may directly collect personal data from you and Thailand Securities Depository Co., Ltd. (TSD), the Company's securities registrar on recent the Record Date or Asset Management Company or any other person authorized by you to attend the meeting on behalf.

4. **Processing of personal data**: When the Company received your personal data as specified in No. 3. Company has to collect and use your personal data as specified in No. 1. Company may have to disclose your personal data to related government agencies in order to achieve the purpose of processing your personal data and to comply with the basis as specified in No. 2.

5. **Retention of Personal Data**: The Company will retain your personal data for a period of ten years.

6. **Data Subjects' Rights**: You can exercise your rights as follows: you have the right to access your personal data and obtain copy from the Company and disclose the sources of retrieved personal data without your consent. You have the right to rectify your inaccurate personal data. You have the right to data portability your personal data to other data controllers, or yourself. You also have the right to object the processing of your personal data.

You may contact Executive Office of the Company at E-mail investor@deltapaint.co.th to lodge the request of the rights mentioned above.

In case of the exercising the rights mentioned above, no extra costs incurred. The Company will consider and inform you with the result of your request within 30 days from the date that the Company has received your said request.

In case the Company or employees have violated or not followed the PDPA, you can lodge the complaint to the Office of the Personal Data Protection Commission (PDPC) at The Government Complex Commemorating His Majesty, Rattapasartpakdi Building, Chaeng Watthana Road Bangkok Telephone 0 2142 1033 E-mail: pdpc@mdes.go.th