



Invitation to the 2021 Annual General Meeting of Shareholders

VGI Public Company Limited

Thursday, 8 July 2021 at 2.00 p.m.
Through electronic media (E-AGM)

Privacy Policy for the Shareholders' Meeting of

VGI Public Company Limited

This Privacy Policy ("**Privacy Policy**") describes how VGI Public Company Limited (the "**Company**") collects, uses and/or discloses your personal data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company's meeting of the shareholders/securities holders.

1. Personal data collected by the Company

The Company may collect your following personal data from you directly:

- 1) **Personal Data** such as name, last name, sex, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares/securities holding (such as corporate holder, number of share/securities held, share/securities number, category, shareholding ratio), details on proxy (name, address of the proxy, name of the Company's independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.) and/or dividend amount.
- 2) **Contact Information** such as address, phone number, mobile phone number and/or e-mail
- 3) **Financial Information** such as information regarding bank account (such as account name, account number, name of the bank, swift code, account location) and/or information on the relevant contracts such as Share Purchase Agreement
- 4) **Sensitive Information** such as health information (for the purpose of screening and control of communicable or epidemic disease)

The Company will not collect, use and/or disclose sensitive personal data unless the Company has obtained an explicit consent from you or it is legally permissible to do so.

2. Purposes and legal ground which the Company relies on for the collection, use and/or disclosure of your personal data

Apart from obtaining your consent in the case that it is legally required, to collect, use and/or disclose your personal data for the following purposes, the Company may rely on or hold to (1) contractual basis - for entering into an agreement or executing an agreement with you or performing contractual obligations to you; (2) legal obligation basis - for the legal compliance of the Company; (3) basis of lawful benefit of the Company and third parties; (4) basis of protecting or preventing harm against the life, body, or health of a person; and/or (5) public interest basis - for the performance of duty in carrying out a task for the public interest of or the performance of duty in exercising the state's power or other legal grounds as permissible under the law on personal data protection (as the case may be):

- 1) identity check and verification and proceeding as you requested
- 2) holding the meeting of shareholders/securities holders and proceeding regarding voting and vote counting at the meeting of shareholders/securities holders

- 3) preparing the register book of shareholders/securities holders or preparing title documents for holding or transferring, issuing of new share/securities certificate and/or splitting share/securities certificates for the sale and purchase and/or exchange of share/securities
- 4) dividend payment to the shareholders/securities holders
- 5) security and maintaining security for the Company's business
- 6) compliance with rules, regulation and articles of association of the Company, including laws and/or legitimate orders of the courts, regulatory authorities, government agencies, and/or state organizations
- 7) exercising of rights or protecting the legitimate interest of the Company as necessary, such as auditing and protecting fraud, crime or non-compliance with laws
- 8) public interest for protecting third parties who are in the premises or places under the Company's supervision
- 9) protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be)

If you cannot provide the personal data as requested by the Company, the Company may not authorize your participation in the meetings held by the Company.

3. Disclosure or transfer of your personal data to third parties

The Company may disclose your personal data to VGI Group¹, the Company's business partners, securities depository, service providers (such as the company providing services on registration system and vote counting), consultants, law enforcing agencies, courts, state officials, state agencies, and regulatory authorities.

4. Transfer of your personal data to foreign countries

The Company may disclose or transfer your personal data to foreign countries with a personal data protection standard that is higher or lower than that of Thailand. The Company shall proceed per the procedures required by the law.

5. Period of Retention of Personal Data

The Company retains your personal data for as long as it is necessary to fulfil the purposes for which the Company collected it. The Company may retain your personal data longer if it is necessary for the Company's compliance with applicable laws.

6. Your rights as a data subject

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to and obtain a copy of your personal data, to request the Company to disclose the acquisition of your personal data without your consent, to transfer, amend, erase, destroy, and anonymize your personal data, including to object and suspend the collection, use and/or disclosure of your personal data in certain cases. The Company may withdraw your consent in the case that the Company is relying on such consent. In addition, if you consider that the Company violates the provisions of the law on personal data protection, you have the right to lodge a complaint to the relevant authority as prescribed by law.

¹ "VGI Group" means any juristic person of which its shares are held by VGI Public Company Limited whether directly or indirectly for over 50 percent

7. Safety measure

The Company has prepared adequate personal data protection safety measure which includes administrative safety measure, technical safety measure and physical safety measure in relation to the access or control of the access to personal data to maintain the confidentiality, accuracy, and completeness, and readiness for the use of personal data for the purpose of avoidance of loss, access, use, change, amendment or disclosure of personal data without authority or improperly.

8. Company contact information

Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please kindly contact the Company at

Company Secretary Division
VGI Public Company Limited
21 TST Tower, 9th Floor, Viphavadi-Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900
Telephone number: +66 2273 8884 ext. 391
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Table of Contents

	Page
Invitation to the 2021 Annual General Meeting of Shareholders	1-11
Enclosure 1	Minutes of the 2020 Annual General Meeting of Shareholders, held on 16 July 2020
Enclosure 2	Profiles of Candidates Nominated for Election as Directors and the Company's Definition of Independent Director
Enclosure 3	Profiles and Professional Experiences of Auditors from EY Office Limited
Enclosure 4	Capital Increase Report Form (F53-4)
Enclosure 5	Profiles of Independent Directors for Proxy Appointment
Enclosure 6	Guidelines for Attending the 2021 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
Enclosure 7	Proxy Form B
Enclosure 8	Procedures for Casting Votes
Enclosure 9	Articles of Association Relating to the Shareholders' Meeting
Enclosure 10	QR Code User Procedure for Downloading Invitation to the 2021 Annual General Meeting of Shareholders, Annual Report 2020/21 (56-1 One Report) and other documents

(English translation)

Ref. No. VGI.CSC.GL.21.13

14 June 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

To: Shareholders
VGI Public Company Limited

- Enclosures:**
1. Minutes of the 2020 Annual General Meeting of Shareholders (Material for Agenda 2)
 2. Profiles of Candidates Nominated for Election as Directors and Definition of Independent Director (Material for Agenda 6)
 3. Profiles and Professional Experiences of Auditors from EY Office Limited (Material for Agenda 8)
 4. Capital Increase Report Form (F53-4) (Material for Agenda 9)
 5. Profiles of Independent Directors for Proxy Appointment
 6. Guidelines for attending the 2021 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
 - 6.1 Guideline for attending the AGM via electronic media via Conference Webex System and Inventech Connect
 - 6.2 The identification document and proxy
 7. Proxy Form B

Remark: Shareholders can download proxy Form A, Form B and Form C from the Company's website at <http://investor.vgi.co.th/en/downloads/shareholders-meeting>
 8. Procedures for casting votes
 9. Articles of Association Relating to the Shareholders' Meeting
 10. QR Code User Procedure for Downloading Invitation to the 2021 Annual General Meeting of Shareholders, Annual Report 2020/21 (56-1 One Report) and other documents

The Board of Directors' Meeting of VGI Public Company Limited (the "**Company**") resolved to convene the 2021 Annual General Meeting of Shareholders through electronic media (E-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563, to consider the following agenda items:

Agenda 1 Message from the Chairman to the Meeting

Remark: This agenda item is for acknowledgment and no vote casting is required.

Agenda 2 To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders

Facts and reasons: It is deemed appropriate to propose that the shareholders' meeting to consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders held on 16 July 2020 as detailed in **Enclosure 1**.

Opinion of the Board of Directors: The Board of Directors viewed that the Minutes of the 2020 Annual General Meeting of Shareholders was correctly and completely recorded and deemed it appropriate to propose that the shareholders' meeting certify the said minutes.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 3 To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2020/21 ended 31 March 2021

Facts and reasons: The shareholders' meeting is proposed to acknowledge the performance of the Company and its subsidiaries for the fiscal year 2020/21 ended 31 March 2021 as appeared in Section 3.2 "2020/21 Financial Review" of the Annual Report 2020/21 (56-1 One Report) which can be downloaded via QR Code.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the shareholders' meeting acknowledge the performance of the Company and its subsidiaries for the fiscal year 2020/21 ended 31 March 2021.

Remark: This agenda item is for acknowledgment and no vote casting is required.

Agenda 4 To consider and approve the Company's financial statements for the fiscal year 2020/21 ended 31 March 2021

Facts and reasons: The shareholders' meeting is proposed to approve the Company's financial statements for the fiscal year 2020/21 ended 31 March 2021 as appeared in Section 7.2 "Independent Auditor's Report", Section 7.3 "Audited Financial Statements" and Section 7.4 "Notes to Consolidated Financial Statements" of the Annual Report 2020/21 (56-1 One Report) which can be downloaded via QR Code, where the key highlights of which comparing with those of the preceding year can be summarized as follows:

Items in the consolidated financial statements	Fiscal year ended 31 March	
	2021	2020 (Restated)
Total assets (THB million)	20,970.23	17,076.95
Total liabilities (THB million)	3,906.98	3,999.29
Total shareholders' equity (THB million)	17,063.25	13,077.66
Total income (THB million)	3,243.85	4,297.76
Net profit – a portion attributable to equity holders of the Company (THB million)	979.77	1,423.94
Earnings per share – a portion attributable to equity holders of the Company (THB per share)	0.11	0.17

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the Company's financial statements for the fiscal year 2020/21 ended 31 March 2021 audited by the Company's auditors and reviewed by the Audit Committee.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 5 To consider and approve allocation of the Company's operating profit for the fiscal year 2020/21 ended 31 March 2021 and dividend payment

Facts and reasons: The Company has a policy to pay out dividends at the rate of not less than 50 percent of the net profit after corporate income tax and legal reserve in accordance with the separate financial statements. The rate of dividend payment may be varied depending on the Company's performance, financial position, liquidity, investment plan, working capital requirements, business expansion and other administrative factors of the Company as the Board of Directors and/or shareholders deem appropriate.

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLCA") requires that so long as a company has accumulated loss, it cannot pay out dividends even though it has net profit in such particular year. The PLCA further requires that a company must appropriate at least 5 percent of its annual profit less the accumulated loss carried forward (if any) as a legal reserve until such legal reserve triggers a minimum of not less than 10 percent of the company's registered capital. In addition to the legal reserve, the board of directors may consider to appropriate other types of reserves as it may deem appropriate.

In allocating the profit for dividends from the Company's operating results for the fiscal year 2020/21 ended 31 March 2021 (during 1 April 2020 - 31 March 2021), the Company had net profit after corporate income tax according to the Company's standalone financial statements in the total amount of THB732.39 million and had no accumulated loss. In addition, the Company had sufficient cash flow to pay out dividends pursuant to the Company's dividend policy. Therefore, the shareholders' meeting is proposed to consider and approve the dividends for the fiscal year 2020/21 ended 31 March 2021 at the rate of THB0.061 per share (6.1 Satang per share), in the total amount of not exceeding THB593.38 million, equivalent to 81 percent of the net profit after corporate income tax according to the Company's standalone financial statements in conforming with the Company's dividend policy.

On 15 March 2021, the Company allocated the operating profit for the first 6 months ended 30 September 2020 for the interim dividends at the rate of THB0.020 per share (2 Satang per share) in the total amount of THB172.21 million (There were 570,064 shares held by the shareholders disqualified to receive such dividends pursuant to the applicable laws). Moreover, the Company had appropriated the net profit as the legal reserve that reached the threshold required by laws, equivalent to 10.38 percent of the Company's registered capital.

After deducting such interim dividends in the amount of THB172.21 million, there remains the final dividends for the fiscal year 2020/21 ended 31 March 2021 at the rate of THB0.041 (4.1 Satang per share) in the total amount of not exceeding THB421.17 million to pay out from the Company's net profit subject to the corporate income tax at the rate of 20 percent. Individual shareholders who receive such dividend will be entitled to the tax credit at the rate of 20/80 pursuant to Section 47 *bis* of the Revenue Code. Any shareholders who are disqualified to receive dividends pursuant to the applicable laws will not be entitled to receive such dividend payment.

The table below presents a comparison of dividend payouts for the fiscal year 2020/21 and the past 2 years, detailed as follows

Items	Fiscal year ended 31 March		
	2020/21	2019/20	2018/19
Number of shares			
- Interim dividend (share)	8,611.17	8,611.17	8,556.68
- Annual dividend (share)	Approx. 10,272.50 ⁽¹⁾	8,611.17	8,561.17
Cash dividend per share	0.061	0.061	0.094
- Interim dividends (THB per share)	0.020	0.045	0.040
- Annual dividend (THB per share)	0.041	0.016	0.054
Total dividend payout (THB Million)	Approx. 593.38 ⁽²⁾	525.27	804.57
Net profit based on the standalone financial statements (THB million)	732.39	1,054.20	1,198.30
Dividend payout ratio (percent)	81.02⁽²⁾	49.80	67.14

Remarks:

(1) The said number of shares is the total sum of the Company's current total issued shares of 8,611.17 million shares and the maximum volume of the Company's newly issued ordinary shares that may be increased from the exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of VGI Public Company Limited No. 2 (the "**VGI-W2 Warrant**"), issued to the existing shareholders of the Company via a rights offering, based on the assumption that all of the outstanding VGI-W2 Warrants are fully exercised on the upcoming exercise date on 30 June 2021. The final number of newly issued ordinary shares increased from the exercise of the VGI-W2 Warrants, which will be used for calculation of the actual dividend payment, will be made known to the Company after the said date for warrant exercise, and will be further notified via a disclosure channel of the Stock Exchange of Thailand. The actual dividend rate and dividend payout ratio may be varied subject to the final number of the newly issued ordinary shares to be issued from the warrant exercise on 30 June 2021.

(2) Calculated based on the assumption that the total outstanding of VGI-W2 Warrants are fully exercised on the upcoming exercise date on 30 June 2021.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the appropriation of the Company's operating profit for the fiscal year 2020/21 ended 31 March 2021 to pay out dividends at the rate of THB0.061 per share (6.1 Satang per share), in the total amount of not exceeding THB593.38 million. The Company paid the interim dividend to its shareholders on 15 March 2021 at the rate of THB0.020 per share (2 Satang per share), thus the dividend for the last 6 months ended 31 March 2021 remains to be paid at the rate of THB0.041 per share (4.1 Satang per share), in the total amount of not exceeding THB421.17 million. In this regard, the Company has set the date for determining the names of shareholders who will be entitled to the dividend payment (record date) on 16 July 2021 and dividend payment date on 6 August 2021.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 6 **To consider and approve election of directors in replacement of those who retired by rotation**

Facts and reasons: Pursuant to Section 71 of the PLCA and Article 17 of the Company's Articles of Association, at least one-third of the total number of directors must retire from his/her director office by rotation at every annual general meeting of shareholders and if it should be impossible for the number of directors to be divided into three, the nearest number to one-third shall be applied. The retired directors are entitled to be re-elected.

Currently, the Company has 9 directors in total. There are 3 directors who will retire by rotation at the 2021 Annual General Meeting of Shareholders, as follows:

	Name	Position
1)	Mr. Keeree Kanjanapas	Chairman of the Board of Directors
2)	Assoc. Prof. Jaruporn Viyanant	Independent director
3)	Mrs. Maneeporn Siriwatanawong	Independent director

To promote good corporate governance practices, the Company allowed shareholders, who collectively held shares having voting rights not less than 5 percent of the Company's total voting rights, to nominate candidates for election as directors of the Company at the 2021 Annual General Meeting of Shareholders during 24 December 2020 to 31 March 2021. The criteria of director nomination are disclosed on the Company's website. However, no shareholder nominated any candidates for election as directors of the Company at this shareholders' meeting.

In nominating directors, the Nomination and Remuneration Committee (by disinterested members of the Nomination and Remuneration Committee) had considered board diversity in terms of qualifications and skills of the director(s) that are necessary and required for composition of the Board of Directors according to the board skill matrix. The Nomination and Remuneration Committee reviewed qualifications of the 3 directors who are retiring by rotation and viewed that they have knowledge, capability, skills, experience and expertise essential to the Company's business operation. They are also qualified and do not possess any prohibited characteristics pursuant to the PLCA, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and relevant notifications. The Nomination and Remuneration Committee (by disinterested members of the Nomination and Remuneration Committee) recommended to the 3 candidates should be re-elected as directors of the Company for another term of office.

Therefore, the shareholders' meeting is proposed to consider and approve the re-election of (1) Mr. Keeree Kanjanapas, (2) Assoc. Prof. Jaruporn Viyanant and (3) Mrs. Maneeporn Siriwatanawong as directors of the Company for another term of office. A brief profile of the 3 candidates nominated for election as directors appears in **Enclosure 2**.

Opinion of the Board of Directors: The Board of Directors (by disinterested directors) duly considered and viewed that the candidates proposed by the Nomination and Remuneration Committee possess qualifications suitable for the Company's business operation. Therefore, it is deemed appropriate to propose that the shareholders' meeting approve re-election of the 3 candidates, i.e. (1) Mr. Keeree Kanjanapas, (2) Assoc. Prof. Jaruporn Viyanant and (3) Mrs. Maneeporn Siriwatanawong as directors of the Company for another term of office. In this regards, Assoc. Prof. Jaruporn Viyanant and Mrs. Maneeporn Siriwatanawong shall hold the positions as independent directors of the Company.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 7 To consider and approve determination of directors' remuneration

Facts and reasons: Pursuant to Section 90 of the PLCA and Article 22 of the Company's Articles of Association, the directors are entitled to receive remuneration in the forms of rewards, meeting allowance, pension, bonus, or any other kinds of benefit as approved by a meeting of shareholders by affirmative votes of at least two-thirds of the total votes of the shareholders attending the meeting. In this regard, remuneration of the directors may be set in fixed amount or in specific principle and can be effective for a certain period of time or perpetually until the shareholders' meeting resolves otherwise. In addition, the Company's directors are entitled to receive allowance and any welfares in accordance with the Company's rules.

In determining directors' remuneration, the Board of Directors, through the Nomination and Remuneration Committee, considered the business size and the Board of Directors' duties and responsibilities in comparison with those of other companies listed on the SET that are in the same industry or with comparable market capitalization. The shareholders' meeting is proposed to consider and approve the directors' remuneration for the year 2021 detailed as follows:

1) Monetary remuneration

1.1) Fixed remuneration

	Remuneration rates	
	Year 2021	Year 2020
Monthly remuneration	per month / person	per month / person
Chairman of the Board of Directors	THB80,000	THB80,000
Chairman of the Audit Committee	THB66,700	THB66,700
Vice Chairman of the Board of Directors	THB66,700	THB66,700
Directors	THB40,000	THB40,000
Meeting allowance	per attendance / person	per attendance / person
Board of Directors	None	None
Audit Committee		
Chairman of the Audit Committee	THB20,000	THB20,000
Members of the Audit Committee	THB20,000	THB20,000
Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	THB20,000	THB20,000
Members of the Nomination and Remuneration Committee	THB20,000	THB20,000

	Remuneration rates	
	Year 2021	Year 2020
Corporate Governance Committee		
Chairman of the Corporate Governance Committee	THB20,000	THB20,000
Members of the Corporate Governance Committee	THB20,000	THB20,000
Risk Management Committee		
Chairman of the Risk Management Committee	THB20,000	THB20,000
Members of the Risk Management Committee	None	None
Executive Committee	None	None

1.2) Other monetary remuneration

- None -

2) Non-monetary remuneration

- None-

Details of the directors' remuneration paid for the fiscal year 2020/21 ended 31 March 2021 are set forth in Section 6.3 "Key Performances in Corporate Governance" in the Annual Report 2020/21 (56-1 One Report) to be downloaded via QR Code.

Opinion of the Board of Directors: The Board of Directors, by the recommendation of the Nomination and Remuneration Committee, deemed appropriate to propose that the shareholders' meeting approve determination of the director's remuneration as detailed above.

Remark: The resolution for this agenda item requires a vote of not less than two-thirds of the total number of shareholders attending the meeting, including abstentions in the calculation base.

Agenda 8 To consider and approve appointment of auditors and determination of auditor fee for the fiscal year 2021/22 ended 31 March 2022

Facts and reasons: To be complied with Section 120 of the PLCA, the auditors must be appointed, and the audit fee must be determined, at every annual general meeting of shareholders. The Audit Committee had selected the auditors according to the criteria set out in the PLCA and the relevant Notification of the Capital Market Supervisory Board, In this regard, the Audit Committee considered the performance of the auditors from EY Office Limited during the past year and viewed that EY Office Limited performed their duties with responsibility, and had a good understanding in the Company's nature business. The shareholders' meeting is proposed to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors for the fiscal year 2021/22 ended 31 March 2022, to review and give opinion on the Company's financial statements:

- 1) Mr. Pornanan Kitjanawanchai, Certified Public Accountant No. 7792; and/or
- 2) Ms. Siraporn Ouaanunkun, Certified Public Accountant No. 3844; and/or

3) Mrs. Chonlaros Suntasvaraporn, Certified Public Accountant No. 4523.

None of the proposed auditors has any relationship with, or interest in the Company, its subsidiaries, executives, major shareholders or any related persons thereof; and, therefore, are independent to audit and give opinion on the Company's financial statements. In addition, none of the proposed auditors has audited, reviewed or given opinion on the Company's financial statements for 8 fiscal years. Therefore, all of the proposed auditors possess all qualifications pursuant to the relevant Notification of Capital Market Supervisory Board. Profiles and professional experience of the 3 auditors from EY Office Limited are set out in **Enclosure 3**.

The Board of Directors, by recommendation of the Audit Committee, considered the audit fee for the fiscal year 2021/22 ended 31 March 2022 and viewed that the audit fee is appropriate considering the quality and the scope of work of the auditors. The shareholders' meeting is proposed to consider and approve the determination of the audit fee for the fiscal year 2021/22 ended 31 March 2022 in the amount not exceeding THB2.95 million, increasing by THB0.15 million, or equivalent to 5.3 percent, from the fee paid in the preceding year, as a result of an increase in scope of work of the auditors.

Details of the audit fee of the Company in comparison with the preceding year are as follows:

	Fiscal year 2021/22 ended 31 March 2022 (THB million)	Fiscal year 2020/21 ended 31 March 2021 (THB million)
Fee for reviewing quarterly financial statements	1.10	1.10
Fee for auditing annual financial statements	1.85	1.70
Total audit fee	2.95	2.80

The said audit fee for the fiscal year 2020/21 excluded the non-audit fee paid by the Company and its subsidiaries to EY Office Limited in the amount of THB1.48 million.

The Company would like to inform you of the appointment of the auditors from EY Office Limited as the auditors of the Company's 11 subsidiaries for the fiscal year 2021/22 ended 31 March 2022.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the appointment of the auditors from EY Office Limited, i.e. Mr. Pornanan Kitjanawanchai and/or Ms. Siraporn Ouaanunkun and/or Mrs. Chonlaros Suntasvaraporn as the Company's auditors for the fiscal year 2021/22 ended 31 March 2022 and the determination of the audit fee of the Company in the amount of not exceeding THB2.95 million, and acknowledge appointment of the subsidiaries' auditors detailed above.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 9 To consider and approve extension of validity period for allocating the Company's newly issued ordinary shares under a general mandate

Facts and reasons: The 2020 Annual General Meeting of Shareholders, held on 16 July 2020, resolved to approve the increase of the Company's registered capital under a general mandate to be offered through a private placement by THB42,805,828.50, from the existing registered capital of THB1,036,946,245.80 to THB1,079,752,074.30, by issuing 428,058,285 newly issued ordinary shares, with a par value of THB0.10 per share. The validity of allocation period will expire at the 2021 Annual

General Meeting of Shareholders. Therefore, the shareholders' meeting is proposed to consider and approve an extension of the validity period for allocating the Company's newly issued ordinary shares under the general mandate for another term which will be valid until the date of the 2022 Annual General Meeting of Shareholders or the last day of the period to hold the 2022 Annual General Meeting of Shareholders (whichever is sooner); and the delegation of authority to the Board of Directors to undertake any actions in respect of the allocation of newly issued ordinary shares, including, but not limited to:

- 1) allocating newly issued ordinary shares in a single or series of offerings;
- 2) determining an offering period, offering price, and other terms and conditions in relation to such allocation of the newly issued ordinary shares;
- 3) negotiating, agreeing, entering into, and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary);
- 4) signing applications, waivers, notices, as well as any documents relevant to such allocation of the newly issued ordinary shares, including contacting and filing documents with the officers or representatives of any relevant agencies (whether in Thailand or overseas), and listing such newly issued ordinary shares on the Stock Exchange of Thailand (the "SET"); and
- 5) undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

The Company will offer the newly issued ordinary shares, through a private placement, to institutional investors and/or not exceeding 50 specific investors within the 12-month period, where such investors must not be connected persons. Besides, the offering price of the newly issued ordinary shares via the private placement pursuant to the increase of its registered capital under the general mandate can be discounted no more than 10 percent of the market price of the Company's share price calculated based on the volume-weighted average price of the Company's ordinary shares traded on the SET for not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date on which the offering price is determined by the Board of Directors for each allocation of the newly issued ordinary shares, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (as amended) as detailed in Capital Increase Report Form (F53-4) **Enclosure 4**.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the extension of the validity period for allocating 428,058,285 newly issued ordinary shares of the Company, with the par value of THB0.10 per share, under the general mandate to be offered through a private placement, to be valid until the date of the 2022 Annual General Meeting of Shareholders or the last day of the period to hold the 2022 Annual General Meeting of Shareholders (whichever is sooner) under the conditions of allocation and with the delegation of authority to the Board of Directors as detailed above.

Remark: The resolution for this agenda requires a vote of not less than three-fourths of the total number shareholders attending the meeting and entitled to vote, excluding abstentions from the calculation base.

Agenda 10 To consider other businesses (if any)

Remark: Pursuant to Section 105 of the PLCA, after the shareholders' meeting transacting all agenda items prescribed in the invitation to the shareholders' meeting, any shareholder(s) holding shares in an aggregate of not less than one-third of the Company's total issued shares may propose any matter, other than those specified in the notice, to the meeting for consideration.

In addition, the Company will allow the shareholders to express their opinions or make any inquiries in relation to the Company apart from matters relating to the meeting agenda in this Agenda 10.

For appointment of the independent directors of the Company to attend the meeting and cast the votes on the shareholders' behalf, please see profiles of the independent directors of the Company set out in **Enclosure 8** and use Proxy Form B enclosed herewith in **Enclosure 9** or the shareholders can download Proxy Form A, Form B or Form C from the Company's website at <http://investor.vgi.co.th/en/downloads/shareholders-meeting>, and use only one of these forms enclosed with identification documents as detailed in **Enclosure 6**. For an efficiency of document verification, the Company kindly requests all shareholders to submit the complete proxy form and the relevant documents required for attendance registration to the Company using a business reply envelope enclosed herewith (no postal stamp required) or send them directly to the following address by **6:00 p.m. on Monday, 5 July 2021**:

Company Secretary Division
VGI Public Company Limited
21 TST Tower, 9th Floor, Viphavadi-Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900

In the case the shareholders would like to raise an inquiry to be declared by the Company at the 2021 Annual General Meeting of Shareholders, the Company would like to invite the shareholders to submit questions in relation the said matters prior to the meeting date by specifying the questions together with your name, address, telephone number, and email address (if any) and send them to the Company **within 6:00 p.m. on Wednesday, 30 June 2021** via any of the following channels:

- Send to the Company together with the proxy form
- Email: companysecretary@vgi.co.th
- Facsimile: +662-273-8883

The shareholders are advised to study Guidelines for attending the 2021 Annual General Meeting of Shareholders via Electronic Means (E-AGM), the Appointment of Proxy and the Procedures for casting votes as detailed in **Enclosure 6** and **Enclosure 8**, including to study the Company's Articles of Association relating to the Shareholders' Meeting as detailed in **Enclosure 9**.

Please be informed accordingly.
Sincerely yours,
VGI Public Company Limited

-Mr. Keeree Kanjanapas-
Chairman of the Board of Directors

Remarks:

- 1) The shareholders of the Company can download the Annual Report 2020/21 (56-1 One Report) in electronic format via QR Code. If any shareholders wish to obtain the Annual Report 2020/21 (56-1 One Report) in booklet format, please contact the Investor Relations Team at the Company's office during business hours (Monday to Friday, at 9:00 a.m. – 6:00 p.m.), at telephone no. 0 2273 8615 ext. 1513.
- 2) The Company has set the record date for determining the names of shareholders entitled to attend the shareholders' meeting on 11 June 2021.
- 3) For any queries concerning the 2021 Annual General Meeting of Shareholders, please contact the Company Secretary Division at telephone no. 0 2273 8884 ext. 391.



Minutes of the 2020 Annual General Meeting of
Shareholders
Held on 16 July 2020

(English translation)

**Minutes of the 2020 Annual General Meeting of Shareholders
VGI Public Company Limited
16 July 2020**

Date, time and venue

The 2020 Annual General Meeting of Shareholders (the “**Meeting**”) of VGI Public Company Limited (the “**Company**”) was held on 16 July 2020 at 2:00 p.m., at Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yan Nawa, Sathorn, Bangkok.

Preliminary Proceeding

Mr. Keeree Kanjanapas, the Chairman of the Board of Directors, presided over the Meeting (the “**Chairman**”) and Ms. Voraluck Worachuttharn, the Company Secretary, acted as the secretary of the Meeting (the “**Secretary**”). The Secretary informed the Meeting of general information with respect to number of shares and shareholders of the Company, as follows:

Registered capital	1,079,752,074.30	Baht
Paid-up capital	861,116,570.80	Baht
Issued shares	8,611,165,708	shares
Par value per share	0.10	Baht

As of 15 June 2020, the date on which the Company determined the list of shareholders entitled to attend the Meeting (a record date), the Company had 14,355 shareholders in total, comprising Thai nationals of 14,298 shareholders, holding 8,203,844,014 shares, equivalent to 95.27 percent of the Company’s total issued shares, and foreign nationals of 57 shareholders, holding 407,321,694 shares in aggregate, equivalent to 4.73 percent of the Company’s total issued shares.

There were 1,259 shareholders present at the Meeting in person and by proxy, holding 7,981,280,486 shares in aggregate, representing 92.6853 percent of the Company’s total issued shares. A quorum was, therefore, duly formed according to the Company’s Articles of Association which requires at least 25 shareholders attending the meeting in person or by proxy holding at least one-third of the Company’s total issued shares to constitute a quorum.

If there are any additional shareholders attended the Meeting either in person and/or by proxy after the Meeting has commenced, the Company would adjust the calculation base in each agenda to reflect the actual total number of shareholders attending the Meeting, in compliance with principles of good corporate governance.

Before proceeding with each agenda item, the Secretary introduced the directors, executives and advisors who attended the Meeting as follows:

Directors present at the Meeting

Mr. Keeree Kanjanapas	Chairman of the Board of Directors
Mr. Marut Arthakaivalvatee	Vice Chairman of the Board of Directors/ Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee
Mr. Kavin Kanjanapas	Director/ Chairman of the Executive Committee
Mr. Surapong Laoha-Unya	Director
Mr. Kong Chi Keung	Director
Mr. Chan Kin Tak	Director/ Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee/ Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Operating Officer
Assoc. Prof. Jaruporn Viyanant	Independent Director/ Chairman of the Audit Committee/ Chairman of the Corporate Governance Committee/ Member of the Nomination and Remuneration Committee
Mrs. Maneeporn Siriwatanawong	Independent Director/ Chairman of the Nomination and Remuneration Committee/ Member of the Audit Committee
Mr. Kiet Srichomkwan	Independent Director/ Chairman of the Risk Management Committee/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee

There were 9 directors present at the Meeting, equivalent to 100 percent of the total number of the Company's directors.

Executives present at the Meeting

Mr. Lap Shun Nelson Leung	Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Executive Officer
Mrs. Chitkasem Moo-Ming	Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Financial Officer
Ms. Voraluck Worachuttharn	Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Legal and Compliance Officer/ Company Secretary
M.L. Kriengkrai Hastindra	Member of the Executive Committee/ Deputy Chief Sales Officer
Ms. Daranee Phanklin	Financial Controller
Mrs. Pitchapaksorn Jitopas	Billing and Accounting Director

Advisors present at the Meeting

Mr. Pornanan Kitjanawanchai

Auditor from EY Office Limited

Mr. Paradorn Leosakul

Legal advisor from The Capital Law Office Limited

The Secretary informed the Meeting that in order to promote good corporate governance, Ms. Jiraporn Chawachaisakun, a representative from The Capital Law Office Limited, was invited to witness the vote counting procedure at the Meeting. The Secretary further invited a representative from minority shareholders to witness the vote counting procedure which Mrs. Jittiya Angsuvajrakon, a proxy, volunteered to do so.

Further, the Secretary informed the Meeting that the Company used a barcode system to register and count votes in the Meeting; and explained to the Meeting the guidelines for vote casting and counting as detailed in the invitation to the Meeting. Prior to voting in each agenda, the Company would allow the Meeting to raise questions and express opinions in relation to the agenda as appropriate. The Secretary also informed the Meeting that the Company had published the news via the electronic system of the Stock Exchange of Thailand (the "SET") to allow the shareholders to submit queries in advance during 24 December 2019 – 31 March 2020 but no shareholders submitted any queries.

Specifically for the Meeting held under the situation of the COVID-19 spread, the Company arranged a live streaming of the Meeting via the Company's website to facilitate the shareholders who were unable to attend the meeting physically.

The Chairman welcomed shareholders, declared the Meeting open, and proceeded the Meeting with the following agendas:

Agenda 1 Message of the Chairman to the Meeting

The Chairman thanked the shareholders for dedicating their time to attend the Meeting. The atmosphere of the meeting today was more subdued than every year due to the situation of the COVID-19 spread which required all shareholders to be more cautious in order to protect themselves from the virus. As such, the meeting today would be carried out with social distancing. Attendee seats were arranged at 1 meter apart. Nonetheless, the Company would allow all shareholders to use microphone to ask questions or express opinions at the Meeting. The Company would disinfect the microphone with alcohol and replace the microphone cover after every use to prevent the spread of COVID-19. In addition, to comply with the recommendations of the Center for COVID-19 Situation Administration ("CCSA"), the Meeting today would be held in a concise manner with an attempt to limit an exposure time of the shareholders to be under 2 hours.

Regarding the performance and the progress of the business, the Chairman informed the Meeting that the efforts of the Company's executives and employees in the past year have driven the performance of the Company to be at an excellent level. The Company's operating profit in the year 2019/20 has been recorded as the highest since the establishment of the Company, with net profit of THB1,424 million, increasing from the year 2018/19 which the net profit was approximately THB1,100 million, and approximately THB846 million in the year 2017/18. Apparently, the Company has grown its net profit continuously at the rate of approximately 30 percent. This continuous growth has resulted from the visions of the executives to adjust the business strategy by diversifying the Company's income streams from its 3 core businesses, i.e., 1) online and offline advertising media business, 2) payment business, and 3) logistics business instead of operating only advertising media

business. To be in line with the evolving circumstances, the Company has changed its name in 2018/19 from “VGI Global Media Public Company Limited” to “VGI Public Company Limited” to reflect its business model transformation. Important footsteps included the acquisition of payment business of Bangkok Smartcard System Company Limited and BSS Holdings Company Limited (collectively referred to as “**Rabbit Group**”) in 2016 and the investment in logistics business of Kerry Express (Thailand) Public Company Limited (“**Kerry**”) in 2018 forming VGI Ecosystem which has transformed the Company and resulted in the recent success and growth of the Company.

With respect to the COVID-19 pandemic, globally impacting the economy and causing lifestyle changes, it was undeniable that the Company was also affected by the spread of the virus. The Company’s executives were in charge of preparing and planning to handle such impact. Nonetheless, the strong business fundamental, including VGI Ecosystem formed by the Company, would lead the Company to robustly rise once again as a market leader who provided “Pioneering Solutions for Tomorrow”. The Chairman was confident that if there has not been the situation of the COVID-19 spread, the Company would have grown even more. Looking forward, the performance of the Company should vary in accordance with the recovery of global economy once the COVID-19 pandemic was over.

In addition, the Company committed to give back to the society. With respect to the corporate social responsibility (CSR) in the past year, the Company joined BTS Group Holdings Public Company Limited (“**BTSG**”) and its group companies in donating the fund to help alleviate the impact of the COVID-19 spread in a number of projects. Examples included the “White Gown Warriors Fighting Against COVID-19 Campaign” which we provided life insurance policies to over 1 million medical staff and Village Health Volunteers or VHV nationwide with a project value of over THB70 million. Also, we distributed 20,000 boxes of goodies to the people affected by the COVID-19 crisis using the delivery service of Kerry which formed part of VGI Ecosystem. These were projects that the Company shared for our society, especially during this difficult period of time.

Consequently, the Chairman informed the Meeting regarding the following 2 mega-projects which the Company might be able to join the bidding to obtain the rights to operate its businesses to strengthen the stability of the Company in the future:

- 1) The U-Tapao International Airport and Eastern Airport City Development Project (“**U-Tapao Airport Project**”), a project that U-Tapao International Aviation Company Limited, a joint venture company established by BTSG, Bangkok Airways Public Company Limited, and Sino-Thai Engineering & Construction Public Company Limited, has obtained the concession form the government to operate the U-Tapao Airport Project. After the Chairman informed the said matter to the Meeting, the Chairman requested the Secretary to present a video showing the introductory details of the said project to the Meeting; and
- 2) The original mass transit line, or green line, project which was currently under the consideration of the cabinet to extend the concession term for Bangkok Mass Transit System Public Company Limited (“**BTSC**”). If the cabinet approved, BTSC would be granted an extended concession term for another 38 years.

This agenda item was for acknowledgment and no vote casting was required. In this regard, the Chairman designated the Secretary to further proceed the Meeting.

The Secretary allowed the Meeting to express opinions or make queries in relation to the agenda. The shareholder raised questions and gave an opinion, which were responded by the directors and executives of the Company, which can be summarized as follows:

Recommendations / queries / responses

Query	Ms. Nongluck Anantachote asked with respect to the Company's business outlook for the COVID-19 spread situation.
Response	<p>Mr. Keeree Kanjanapas, the Chairman, explained that COVID-19 pandemic was a global crisis. In Thailand, people were aware of and vigilant about the said pandemic, as well as being active in protecting themselves better than other countries. Therefore, the administration of the government and the measures from the CCSA joined by the attentiveness of the people would safeguard the Thai people. However, if the borders reopened for people from overseas to travel into Thailand, the risk of the second wave of the virus outbreak might resume, which may cause damage to the lives of the people and the economy.</p> <p>Nevertheless, the business foundation which the Company has been laying down during the past 5 years has grown the Company. This could be seen through the business expansion in a wide variety of businesses which enabled itself to respond to the evolving circumstances. In addition, if the Company obtained the rights to expand its operation into the aforementioned 2 mega-projects, the Company's strength would be further boosted.</p> <p>In addition, the Chairman informed the Meeting that as of now, BTSC has obtained concession rights to operate the original mass transit line, or green line project at the length of 23.5 kilometers. If the government approved to extend the concession for BTSC, the length of mass transit line would increase to 133.4 kilometers with over 115 BTS stations.</p>

Agenda 2 To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders

The Secretary proposed that the Meeting consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders, held on 9 July 2019, as detailed in the copy of the Minutes of the 2019 Annual General Meeting of Shareholders Enclosure 1 disseminated to the shareholders together with the invitation to the Meeting.

The Secretary gave the Meeting an opportunity to express opinions and make queries in relation to this agenda. However, there was no shareholder expressed any opinion or made any queries. The Secretary then requested the Meeting to cast their votes in this agenda.

Resolution

Upon due consideration, the Meeting resolved to certify the Minutes of the 2019 Annual General Meeting of Shareholders, as proposed in all respects, with a simple majority vote of the shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,981,413,327	99.9999
Disapprove	3,100	0.0000
Abstain	10,390	-
Void ballot(s)	0	0.0000
Total (1,281 persons)	7,981,426,817	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

Agenda 3 To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2019/20 ended 31 March 2020

The Secretary invited Mr. Lap Shun Nelson Leung, the Chief Executive Officer, to present details in relation to the Company's overall performance and business policy to the Meeting.

Mr. Lap Shun Nelson Leung, the Chief Executive Officer welcomed the shareholders and stated to the Meeting that that since 2017, the Company has begun its transformative journey to respond to the era of disruption which was proven to be a strategic move particularly during this time. Currently, the Company has a unique ecosystem with 3 platforms, i.e. media business, payment business and logistics business providing a comprehensive online-to-offline solutions which has been proven to attract new alliances and strategic partnerships, which allowed the Company to operate with greater flexibility and helped diversify risks through the generation of multiple revenue streams.

With respect to advertising media business, the Company successfully established a new business unit called VGI Digital Lab to be a comprehensive online media agency who focused on creating online and digital marketing campaigns based on the Company's data management platform. Moreover, the Company has also extended its reach to the Chinese consumer market through the partnership with iClick Interactive Asia Group Limited ("ICLK"), the largest online marketing and data technology platform in China, which allowed the marketers and brands in Thailand to target their online advertisement to the Chinese tourists with precise accuracy.

After acquiring Plan B Media Public Company Limited ("PLANB") in March 2019, the Company has been able to extract synergies by introducing new advertising bundled packages, for example the launches of Bangkok Takeover, Street Combo and Bangkok Combo campaigns.

With respect to payment business, its payment service through Rabbit Group has grown consistently. As of now, we have had more than 13 million Rabbit cards issued and over 7.3 million Rabbit LINE Pay users. This was a result of an expansion to cover every mode of transport and various retail shops which the Company has partnered with SAHA Group to open Lawson108 convenience stores on BTS stations. Customers could use Rabbit card or Rabbit LINE Pay function as alternative payment methods. This was one of the key expansions in the past year to boost the digital experiences in retail shops.

Regarding logistics business, the Company and Kerry have continued to create synergies by launching new product development to deliver the better experience for consumers.

In addition, the Chief Executive Officer took the opportunity to emphasize the Company's efforts to stabilize the operation during the COVID-19 pandemic which had massive impact on the global

economy, meaning this year would be the challenging year for all businesses including the Company. During this time, the Company's priority was the health and safety of its staff, the key forces to help the Company get through this crisis. Therefore, the Company has implemented a business continuity plan that covered the Company's actions for staff and financial stability. Nevertheless, the strong business fundamentals of the group companies and diversified portfolio have mitigated risks and reduced the impact that the Company received. Also, it was proven that the Company's visions were on the right track, especially from the payment and logistics businesses which their performances were better than expected which partially compensated the weak demand in our advertising business.

Lastly, the Chief Executive Officer has extended his best wishes to all shareholders to safely get pass this time. The executives would do their best to ensure that the Company would get through this crisis smoothly and regained its performance with greater success.

Then, the Secretary invited Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, to report details regarding the Company's current business, key developments in 2019/20, and the Company's operating results for the fiscal year 2019/20 ended 31 March 2020 which can be summarized as follows:

Key Business Developments of the Company in 2019/20

The Chief Financial Officer reported additional details regarding new advertising bundled packages, such as Bangkok Takeover, Street Combo, and Bangkok Combo campaigns. The said packages utilized the digital screens of the Company, Master Ad Public Company Limited ("MACO"), and PLANB which empowered the marketers to communicate and attract more attention from people in Bangkok. Such collaboration allowed the Company to seize market share from the traditional advertising media, e.g. television, instead of only focusing on out-of-home media. For instant, the Bangkok Takeover package, which employed the advertising media of the Company, PLANB, and MACO to project the advertisement of the same product during the prime time for 1 hour, allowed eyeballs of the commuters to see the same advertisement whether they were commuting via the BTS Skytrain or travelling on any roads.

In addition, early this year, MACO offered its newly issued shares to PLANB which diluted the Company's shareholding in MACO from 33 percent to 27 percent and caused a decrease in the number of the Company's representatives in MACO's board of directors to 2 out of 7 of the total number of MACO's directors. The Company, therefore, no longer had control over MACO. Thus, MACO has changed its status from being the Company's "subsidiary" to "associate company" and the financial accounts of MACO must be deconsolidated from the Company's financial statements. As such, revenues and expenses of MACO in every line have been removed from the Company's financial statements for the fiscal year 2019/20 and 1 year retrospectively for comparison purpose. MACO's share of profit and loss would be included in the Company's financial statements only one line.

Further, the Chief Financial Officer reported additional details regarding product development through new forms of advertising media which relied on the synergies that the Company had with Kerry, such as Smart Sampling which was a delivery of product samples attached to the parcels being delivered by Kerry utilizing the database of the Company and our alliances to target useful product samples to the right target group. Up to now, there have been 600,000 smart samplings delivered. In addition, there was a launch of parcel sticker wrapped around the parcels delivered by Kerry, over 500,000 of which have been disseminated. Also, there was an advertising media wrapped around

Kerry's parcel delivering trucks which was another mobile advertising media similar to BTS train wrap. Further, the Company has partnered with Kerry to expand the Kerry Parcel Shops on another 4 BTS stations and introduced BTS Express Service which BTS passengers can deliver their parcels to the destination stations and within 200-meter radius of the BTS stations in 3 hours. This service helped expedite the parcel delivery for the customers.

Concerning the COVID-19 pandemic, the Chief Financial Officer reported to the Meeting that the Company gave its first priority to the health and safety of the employees by implementing a number of measures, e.g. work-from-home measures, providing COVID-19 health insurance for all employees, everyday temperature check prior to entering the office, distribution of face masks, and disinfecting the office bi-weekly. In the financial aspect, the Company has managed the liquidity to strengthen the financial stability. For example, there were cutback of expenses, postponement of certain investment project, and preparation of sufficient credit line.

Revenue

In 2019/20 (1 April 2019 – 31 March 2020), the Company has generated the total revenue of THB4,000 million, increased by 11 percent as compared with the preceding year, detailed as follows:

- **Out-of-home media business:** In 2019/20 (1 April 2019 – 31 March 2020), the out-of-home media has generated revenue of THB2,848 million, equivalent to 71 percent of the total revenue comprising (1) THB2,184 million from transit media decreasing by 9 percent when compared with the preceding year, (2) THB371 million from media in office buildings and others decreasing by 10 percent, and (3) THB294 million from outdoor media increasing by 11 percent.

In 2019/20, the revenue from transit media and media in office buildings and others slightly decreased from the preceding year resulting from the upgrade of media in prime locations from static to digital screens, which the service must be put on hold temporarily during such upgrade. In addition, the revenue was affected by the COVID-19 pandemic in the fourth quarter. On the other hand, the revenue from outdoor media increased as a result of the upgrade of street furniture to digital which has been complete since the middle of 2019. This media has returned to service and gained massive popularity from customers.

- **Digital service business:** comprising (1) operating results of the online marketing service provided by VGI Digital Lab and (2) payment business under Rabbit Group, while in 2019/20 (1 April 2019 – 31 March 2020), the digital service generated revenue of THB1,151 million, equivalent to 29 percent of the total revenue increasing by 118 percent from the preceding year.

In 2019/20, the Company's revenue from the digital services increased resulting from the revenue growth of Rabbit Group 46 percent from management fees, commissions, and lead generation fees. In addition, the revenue from VGI Digital Lab and the collaboration with ICLK generated 2 times higher revenue than the projection in their first year of operation and continuously attracted advertisers as evident in the repurchase of services by the same brands.

Profit

In 2019/20 (1 April 2019 – 31 March 2020), the Company had net profit from its operation in the amount of THB1,281 million increasing by 16 percent. This year, the Company received extra gain from the change of investment status in MACO, when deducted by the non-recurring expenses, the said extra gain remained in the amount of THB143 million. Thus, the net profit of the Company

totaled THB1,424 million increasing by 29 percent from 2018/19 (1 April 2018 – 31 March 2019) which recorded the new highest net profit of the Company.

Awards and achievements in the past year

- 1) The Company was the only company in Thai media industry ranked in the SET50 index;
- 2) The Company won the Thailand's Top Corporate Brand 2019 in the media and publication category. Such award was a cooperation between the Master in Branding and Marketing (MBM) Program, Faculty of Commerce and Accountancy, Chulalongkorn University and the SET; and
- 3) The Company received 4 of the SET Awards 2019 from the SET, namely, (1) Outstanding CEO Award, (2) Young Rising Star CEO Award, (3) Outstanding Company Performance, and (4) Investor Relations Award.

In addition, the Secretary informed the Meeting regarding the anti-corruption actions carried out by the Company in the fiscal year 2019/20. The Company has been registered as a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2017. To express our intention in constantly fighting against corruption, the Company has submitted an application to renew the CAC membership. The membership renewal was approved on 30 June 2019 and would be valid for 3 years until 30 June 2023.

This agenda was for acknowledgement and no vote casting was required.

The Secretary allowed the Meeting to express opinions or make queries in relation to the agenda. The shareholders raised questions and gave opinions, which were responded by the directors and executives of the Company, as summarized below:

Recommendations / queries / responses

Query	Mr. Sirivat Voravetvuthikun complimented the Company for allowing the shareholders to use microphone to ask questions at the Meeting which showed the transparency of the Company and reserved the rights and benefits of the shareholders. Then, Mr. Sirivat asked (1) whether the increase of Rabbit cards from 11 million to 13 million and the increase of Rabbit LINE Pay users in LINE Messaging application from 5.5 million to 7.3 million were overlapping, (2) how such growth rates would be in 2020 taking into consideration the impact of the COVID-19 pandemic, and (3) updates on the performance of the investments which the Company obtained the rights to operate the advertising media in the mass rapid transit system in Indonesia and international airport in Malaysia.
Response	Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, explained that the statistic of the Rabbit cards and the Rabbit LINE Pay function users were separately collected. However, it was possible that 1 person might use both Rabbit card and Rabbit LINE Pay function. With respect to the growth of Rabbit cards and Rabbit LINE Pay function in LINE Messaging application, there was an increase in volume of using Kerry delivery service and LINE Man during the COVID-19 pandemic. During this

	<p>time, the delivery service of Kerry grew by 50 percent which also brought the use of Rabbit LINE Pay higher as the consumers could use Rabbit LINE Pay to pay for Kerry and LINE Man delivery services. In addition, a tendency that there would be more use of Rabbit cards in the future as a result of the expansion of mass transit business of the BTSG group companies, extension of BTS line, increase in payment platforms and services of Rabbit cards, e.g. availability to use Rabbit cards to pay for bus and boat fares, purchases in the cafeterias in a number of industrial estates, and department stores. The Chief Executive Officer preliminarily forecasted that the number of users might grow by 30-40 percent per year in the future.</p> <p>Mr. Kavin Kanjanapas, a director, further explained regarding the overseas investments that Malaysia and Indonesia have also been impacted by the COVID-19 pandemic like all other countries. The airports remained closed down until now and there were no train passengers. The executives of the invested company were discussing with the Kuala Lumpur International Airport (KLIA) about the minimum guarantee whether it would possible to reduce, including a request to extend rental fee payment period. Nonetheless, it was believed that the governments of the said countries were aware of and understood the impact which the business sectors were suffering. In this regard, the Company has proposed plan to extend the duration of the concession rights to operate advertising media in the mass rapid transport system in Indonesia and international airport in Malaysia to allow more time for operation to increase the ability to pay the minimum guarantee. Once the boarder reopens, the Company's executives would travel to discuss with the relevant person in each country in person.</p>
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Agenda 4 To consider and approve the Company's financial statements for the fiscal year 2019/20 ended 31 March 2020

The Secretary proposed that the Meeting consider and approve the Company's financial statements for the fiscal year 2019/20 ended 31 March 2020 and invited Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, to present details of this agenda to the Meeting.

Mrs. Chitkasem Moo-Ming reported to the Meeting that the Company's financial statements for the fiscal year 2019/20 ended 31 March 2020 have been audited by the certified auditors, reviewed by the Audit Committee, and duly approved by the Board of Directors, as detailed the 2019/20 Annual Report in Section 6.0 "Financial Report" which has been delivered to the shareholders together with the invitation to the Meeting. The key highlights of which can be summarized in comparison with those of the preceding year as follows:

Items in the consolidated financial statements	Fiscal year ended 31 March	
	2020	2019 (Restated)
Total assets (THB million)	17,076.95	22,773.17
Total liabilities (THB million)	3,999.29	6,166.45

Items in the consolidated financial statements	Fiscal year ended 31 March	
	2020	2019 (Restated)
Total shareholders' equity (THB million)	13,077.66	16,606.72
Total income (THB million)	4,297.76	3,714.49
Net profit – a portion attributable to equity holders of the Company (THB million)	1,423.94	1,101.24
Earnings per share – a portion attributable to equity holders of the Company (THB per share)	0.1658	0.1342

The Secretary allowed the Meeting to express opinions or make queries in relation to this agenda. The shareholders raised their questions and express their opinion, which were responded by the directors and executives of the Company, as summarized at the end of this agenda. The Secretary then requested the Meeting to cast their votes in this agenda.

Resolution

Upon due consideration, the Meeting resolved to approve the Company's financial statements for the fiscal year 2019/20 ended 31 March 2020, as proposed in all respects, with a simple majority vote of the shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,980,792,228	99.9999
Disapprove	3,100	0.0000
Abstain	672,390	-
Void ballot(s)	0	0.0000
Total (1,287 persons)	7,981,467,718	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

Recommendations / queries / responses

Query	Mr. Sirivat Voravetvuthikun queried: (1) what has the Company done to reduce the liabilities from THB6,166.45 million in 2018/19 to THB3,999.29 in 2019/20, (2) the dividends which the Company received were from which companies, and (3) why the Company's gross profit margin decreased while the net profit margin increase
Response	Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, explained that in the past year MACO changed its status from being the Company's "subsidiary" to "associate company" caused a deconsolidation of MACO from the Company's financial statements. Therefore, the financial accounts of MACO had been taken off of the Company's financial statements in which the liabilities of MACO in the amount of THB1,200 million were taken off of the

	<p>Company's liabilities. In addition, the Company also repaid its debt in the amount of approximately THB1,000 million from the cashflow derived from the Company's operation.</p> <p>The dividends which the Company received were mainly from the investments in PLANB and Kerry. In the past year, the Company received dividends from PLANB in the amount of THB146 million and from Kerry in the amount of THB287 million.</p> <p>With respect to the decrease in the gross profit margin, it resulted from the change in proportion of out-of-home media service to online media service provided, from approximately 90:10 to approximately 70:30, which the online media service had less profit margin than the out-of-home media. On the other hand, the net profit margin increased from various reasons, e.g. an increase in volume of sales by 11 percent while selling, general & administrative expenses (SG&A), which were not extraordinary items, increased only by 3 percent as a result of an attempt to control the Company's expenses. In addition, there was a profit recognition from the investment in Kerry and other subsidiaries and associate companies in the amount of approximately THB131 million.</p> <p>Further, Mr. Keeree Kanjanapas, Chairman, explained about the dividend payment of the Company that once the COVID-19 spread situation slowed down and the vaccine was discovered, people would regain their confidence in the economy. He was certain that the good foundations of the Company with a variety of business platforms and the efforts and attentiveness of the Company would recover the operating outcome of the Company to be back to normal at fast pace and grow the business sustainably. In addition, the 2 mega-projects which were mentioned in Agenda 1 above which the Company may join the bidding would require the Company's expertise to generate revenue for the project areas. Therefore, the shareholders were requested to focus on the business plan that was going to happen in the future and the determination of the Company, rather than the crisis currently facing.</p>
Opinion	Mr. Sirivat Voravetvuthikun expressed further opinion that should the COVID-19 situation has resolved, and the Company was able to follow its policies and business plan, the Company should pay dividend to shareholders at higher rate.
Response	Mr. Keeree Kanjanapas, the Chairman, explained that everyone should be confident in the operation of the executives. The Company was one of the companies with the highest growth with continuous business expansion and possessed a unique business direction, which no longer focused on media service business alone.

Agenda 5 To consider and approve allocation of the Company's operating profit for the fiscal year 2019/20 ended 31 March 2020 and dividend payment

The Secretary stated to the Meeting that the Company had a policy to pay out dividends at the rate of not less than 50 percent of the net profit after corporate income tax and legal reserve in accordance with the separate financial statements. The rate of dividend payment may be varied depending on

the Company's performance, financial position, liquidity, investment plan, working capital requirements, business expansion and other administrative factors of the Company as the Board of Directors and/or shareholders deem appropriate.

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLCA") required that so long as a company had accumulated loss, it cannot pay out dividends even though it has net profit in such particular year. The PLCA further required that a company must appropriate at least 5 percent of its annual profit less the accumulated loss carried forward (if any) as a legal reserve until such legal reserve triggered a minimum of not less than 10 percent of the company's registered capital. In addition to the legal reserve, the board of directors may consider to appropriate other types of reserves as it may deem appropriate.

In allocating the profit for dividends from the Company's operating results for the fiscal year 2019/20 ended 31 March 2020 (during 1 April 2019 - 31 March 2020), the Company had net profit after corporate income tax according to the Company's standalone financial statements in the total amount of THB1,054.82 million and had no accumulated loss. In addition, the Company had sufficient cash flow to pay out dividends pursuant to the Company's dividend policy. Therefore, the shareholders' meeting was proposed to consider and approve the dividends for the fiscal year 2019/20 ended 31 March 2020 at the rate of THB0.061 per share (6.1 Satang per share), in the total amount of not exceeding THB525.28 million, equivalent to 50 percent of the net profit after corporate income tax according to the Company's standalone financial statements in conforming with the Company's dividend policy.

On 6 March 2020, the Company had allocated the operating profit for the first 6 months ended 30 September 2019 for the interim dividends at the rate of THB0.045 per share (4.5 Satang per share) in the total amount of THB387.50 million (There were shareholders holding 105,400 shares disqualified to receive such dividends pursuant to the applicable laws). Moreover, the Company had appropriated the net profit as the legal reserve that reached the threshold required by laws, equivalent to 10.38 percent of the Company's registered capital.

After deducting such interim dividends in the amount of THB387.50 million, there remained the final dividends for the fiscal year 2019/20 ended 31 March 2020 at the rate of THB0.016 (1.6 Satang per share) in the total amount of not exceeding THB137.78 million. The Company set the date for determining the names of shareholders who would be entitled to the dividend payment (a record date) on 24 July 2020 and the dividend payment date on 14 August 2020. In this regard, the final dividend would be paid from the Company's net profit, subject to the corporate income tax at the rate of 20 percent. Individual shareholders who received such dividend would be entitled to the tax credit at the rate of 20/80 pursuant to Section 47 *bis* of the Revenue Code. Any shareholders who were disqualified to receive dividends pursuant to the applicable laws would not be entitled to receive such dividend payment.

The table below presented a comparison of dividend payouts for the fiscal year 2019/20 ended 31 March 2020 and the past 2 years, detailed as follows

Items	Fiscal year		
	2019/20	2018/19	2017/18
Number of shares			
- Interim dividend (million shares)	8,611.17	8,556.68	7,204.33
- Annual dividend (million shares)	8,611.17	8,561.17	8,230.90
Cash dividend per share (THB per share)	0.061	0.094	0.090
- Interim dividends (THB per share)	0.045	0.040	0.036
- Annual dividend (THB per share)	0.016	0.054	0.054
Total dividend payout (THB million)	525.28	804.57	703.81
Net profit based on the standalone financial statements (THB million)	1,054.82	1,198.30	848.22
Dividend payout ratio (percent)	50	67	83

The Secretary allowed the Meeting to express opinions and make queries in relation to this agenda. However, there was no shareholder expressed any opinion or made any queries. The Secretary then requested the Meeting to cast their votes in this agenda.

Resolution

Upon due consideration, the Meeting resolved to approve the appropriation of the Company's operating profit for the fiscal year 2019/20 ended 31 March 2020 to pay out dividends at the rate of THB0.061 per share (6.1 Satang per share), in the total amount of not exceeding THB525.28 million. After deducting the interim dividends to its shareholders paid by the Company on 6 March 2020 at the rate of THB0.045 per share, the dividend for the last 6 months ended 31 March 2020 thus remained to be paid at the rate of THB0.016 per share (1.6 Satang per share), in the total amount of not exceeding THB137.78 million to its shareholders as of 24 July 2020 which was the date for determining the names of shareholders who would be entitled to the dividend payment (a record date) and to pay out the dividend on 14 August 2020, as proposed in all respects, with a simple majority vote of the shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,981,456,618	99.9999
Disapprove	3,100	0.0000
Abstain	8,000	-
Void ballot(s)	0	0.0000
Total (1,287 persons)	7,981,467,718	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

In addition, the Meeting acknowledged (1) the interim dividend payment from the Company's operating profit for the first 6 months ended 30 September 2019, on 6 March 2019, at the rate of THB0.045 per share (4.5 Satang per share) in the total amount of THB387.50 million; and (2) the appropriation of the legal reserve where the Company's legal reserve already fulfilled the minimum requirement pursuant to the applicable laws.

Agenda 6 To consider and approve election of directors in replacement of those who retired by rotation

The Secretary informed the Meeting that, pursuant to Section 71 of the PLCA and Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders, at least one-third of the total number of directors must retire from his/her director office by rotation.

Currently, the Company had 9 directors in total. The following 3 directors must retire by rotation at the Meeting:

	Name	Position
1)	Mr. Kiet Srichomkwan	Independent director
2)	Mr. Marut Athakaivalvatee	Director
3)	Mr. Surapong Laoha-Unya	Director

To conform with the recommendations of the Thai Investors Association and minority shareholders, the said 3 retiring directors temporarily left the meeting room during the consideration of this agenda.

In addition, to promote good corporate governance, the Company allowed shareholders, who collectively held voting shares of not less than 5 percent of the Company's total voting rights, to nominate candidates for election as directors of the Company at the Meeting during 24 December 2019 to 31 March 2020. The criteria of nomination were disclosed on the Company's website. However, no shareholder nominated any candidates for election as directors of the Company at this Meeting.

In nominating directors, the Nomination and Remuneration Committee (by disinterested members of the Nomination and Remuneration Committee) had considered board diversity in terms of qualifications and skills of the director(s) that were necessary and required for composition of the Board of Directors according to the board skill matrix. The Nomination and Remuneration Committee reviewed qualifications of the 3 directors who were retiring by rotation and viewed that they had knowledge, capability, skills, experience and expertise essential to the Company's business operation. They were also qualified and did not possess any prohibited characteristics pursuant to the PLCA, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and relevant notifications. In addition, the independent director was qualified pursuant to the Company's definition of independent director which was more stringent than the minimum requirements of the Capital Market Supervisory Board and able to independently express his opinion according to the relevant regulations. Therefore, the Nomination and Remuneration Committee (by disinterested members of the Nomination and Remuneration Committee) recommended that the 3 candidates should be re-elected as directors of the Company for another term of office.

Therefore, the shareholders' meeting was proposed to consider and approve the re-election of (1) Mr. Kiet Srichomkwan, (2) Mr. Marut Athakaivalvatee, and (3) Mr. Surapong Laoha-Unya as directors of the Company for another term of office. Brief profiles of the 3 candidates and the Company's definition of independent directors are presented in **Enclosure 2** which was delivered to the shareholders together with the invitation to the Meeting.

The Secretary allowed the Meeting to express opinions and make queries in relation to this agenda. However, there was no shareholder expressed any opinion or made any queries. The Secretary then requested the Meeting to cast their votes on an individual basis.

Resolution

Upon due consideration, the Meeting resolved to re-elect the 3 candidates who retired by rotation as the directors of the Company for another term of office, detailed as follows:

1. Resolved to approve the re-election of Mr. Kiet Srichomkwan as an independent director of the Company with a simple majority vote of shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,981,456,618	99.9999
Disapprove	3,100	0.0000
Abstain	8,000	-
Void ballot(s)	0	0.0000
Total (1,287 persons)	7,981,467,718	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

2. Resolved to approve the re-election of Mr. Marut Athakaivalvatee as a director of the Company with a simple majority vote of shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,974,272,904	99.9099
Disapprove	7,186,814	0.0900
Abstain	8,000	-
Void ballot(s)	0	0.0000
Total (1,287 persons)	7,981,467,718	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

3. Resolved to approve the re-election of Mr. Surapong Laoha-Unya as a director of the Company with a simple majority vote of shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,974,350,804	99.9109
Disapprove	7,108,914	0.0890
Abstain	8,000	-
Void ballot(s)	0	0.0000
Total (1,287 persons)	7,981,467,718	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

Agenda 7 To consider and approve determination of directors' remuneration

The Secretary informed the Meeting that pursuant to Section 90 of the PLCA and Article 22 of the Company's Articles of Association, the directors were entitled to receive remuneration in the forms of rewards, meeting allowance, pension, bonus, or any other kinds of benefit as approved by a meeting of shareholders by affirmative votes of at least two-thirds of the total votes of the shareholders attending the meeting. In this regard, remuneration of the directors may be set in fixed amount or in specific principle and could be effective for a certain period of time or perpetually until the shareholders' meeting resolved otherwise. In addition, the Company's directors were entitled to receive allowance and any welfares in accordance with the Company's rules.

In determining directors' remuneration, the Board of Directors, upon a thorough consideration of the Nomination and Remuneration Committee, considered the business size and the Board of Directors' duties and responsibilities in comparison with those of other companies listed on the SET with comparable market capitalization that were in the same industry. The shareholders' meeting was thus proposed to consider and approve the directors' remuneration for the year 2020 with details as follows:

1) Monetary remuneration

1.1) Fixed remuneration

	Remuneration rates	
	Year 2020	Year 2019
Monthly remuneration	per month / person	per month / person
Chairman of the Board of Directors	THB80,000	THB80,000
Chairman of the Audit Committee	THB66,700	THB66,700
Vice Chairman of the Board of Directors	THB66,700	THB66,700
Directors	THB40,000	THB40,000

	Remuneration rates	
	Year 2020	Year 2019
Meeting allowance	per attendance / person	per attendance / person
Board of Directors	None	None
Audit Committee		
Chairman of the Audit Committee	THB20,000	THB20,000
Members of the Audit Committee	THB20,000	THB20,000
Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	THB20,000	THB20,000
Members of the Nomination and Remuneration Committee	THB20,000	THB20,000
Corporate Governance Committee		
Chairman of the Corporate Governance Committee	THB20,000	THB20,000
Members of the Corporate Governance Committee	THB20,000	THB20,000
Risk Management Committee		
Chairman of the Risk Management Committee	THB20,000	-
Members of the Risk Management Committee	None	-
Executive Committee		
Chairman of the Executive Committee	None	None
Members of the Executive Committee	None	None

During 2019/20, the Company established the Risk Management Committee and therefore proposed to fix the meeting allowance for the Chairman of the Risk Management Committee at the same rate with those of the chairman of other sub-committees. In this regard, members of the Risk Management Committee, who were the Company's executives, were willing not to receive the meeting allowance.

1.2) Directors' bonus in the amount of THB2.63 million equivalent to 0.5 percent of the Company's annual dividend to be paid from the Company's operating profit for the fiscal year 2019/20 ended 31 March 2020 (decreasing from the preceding year by 34.58 percent). The Board of

Directors was delegated to allocate the directors' bonus among themselves as deemed appropriate after it is approved by the shareholders' meeting.

2) Non-monetary remuneration

- None-

Details of the directors' remuneration paid for the fiscal year 2019/20 ended 31 March 2020 were set forth in Section 5.7 "Nomination and Remuneration of Directors and Executives" of the Annual Report 2019/20 which has been delivered to the shareholders together with the invitation to the Meeting.

The Secretary allowed the Meeting to express opinions and make queries in relation to this agenda. However, there was no shareholder expressed any opinion or made any queries. The Secretary then requested the Meeting to cast their votes in this agenda.

Resolution

Upon due consideration, the Meeting resolved to approve the determination of the directors' remuneration, as proposed in all respects, with an affirmative vote of not less than two-thirds of the total number of shareholders attended the Meeting, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,970,964,328	99.8684
Disapprove	10,493,000	0.1314
Abstain	10,390	0.0001
Void ballot(s)	0	0.0000
Total (1,287 persons)	7,981,467,718	100.0000
Remark: Abstentions were <u>included</u> in the calculation base of this agenda.		

Agenda 8 To consider and approve appointment of auditors and determination of audit fee for the fiscal year 2020/21 ended 31 March 2021

The Secretary informed the Meeting that to comply with Section 120 of the PLCA, auditors must be appointed, and audit fee must be determined at every annual general meeting of shareholders. The Board of Directors, by recommendation of the Audit Committee, had selected the auditors according to the criteria set out in the PLCA and the relevant Notification of the Capital Market Supervisory Board. In this regard, the Audit Committee had considered the performance of the auditors from EY Office Limited in the past year and viewed that auditors from EY Office Limited duly performed their duties with responsibility, and had a good understanding in the Company's business.

Therefore, the shareholders' meeting was proposed to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors for the fiscal year 2020/21 ended 31 March 2021 to review and give opinion on the Company's financial statements:

- 1) Ms. Siraporn Ouuanunkun, Certified Public Accountant No. 3844 (who signed the Company's financial statements for the fiscal year 2012/13 ended 31 March 2013, the fiscal year 2018/19 ended 31 March 2019 and the fiscal year 2019/20 ended 31 March 2020); and/or

- 2) Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523 (who has never signed the Company's financial statements); and/or
- 3) Mr. Pornanan Kitjanawanchai, Certified Public Accountant No. 7792 (who has never signed the Company's financial statements).

None of the proposed auditors had any relationship with, or interest in the Company, its subsidiaries, executives, major shareholders or any related persons thereof; and, therefore, were independent to audit and give opinion on the Company's financial statements. In addition, none of the proposed auditors has audited, reviewed or given opinion on the Company's financial statements for 7 fiscal years regardless of consecutiveness. Therefore, all of the proposed auditors possess all qualifications pursuant to the relevant regulations. Profiles and professional experience of the 3 auditors from EY Office Limited were set out in **Enclosure 3** which was delivered to the shareholders together with the invitation to the Meeting.

In addition, the Board of Directors, by recommendation of the Audit Committee, had considered the audit fee for the fiscal year 2020/21 ended 31 March 2021 and viewed that the audit fee was appropriate considering the quality and the scope of work of the auditors. The shareholders' meeting was therefore proposed to consider and approve the determination of audit fee for the fiscal year 2020/21 ended 31 March 2021 in the amount of not exceeding THB2.80 million, increasing by 9.3 percent from the fee paid in the preceding year as a result of additional works of the auditors to comply with newly introduced accounting standards. The said audit fee did not include all other non-audit fees which would be paid upon an actual basis.

Details of the audit fee of the Company in comparison with the preceding year are as follows:

	Fiscal year 2020/21 ended 31 March 2021 (THB million)	Fiscal year 2019/20 ended 31 March 2020 (THB million)
Fee for reviewing quarterly financial statements	1.10	1.04
Fee for auditing annual financial statements	1.70	1.52
Total audit fee	2.80	2.56

The said audit fee for the fiscal year 2019/20 excluded non-audit fee paid by the Company and its subsidiaries to EY Office Limited in the amount of THB180,000.

The Company would like to inform you that the auditors from EY Office Limited would also be the auditors of 9 of the Company's subsidiaries for the fiscal year 2020/21 ended 31 March 2021, with audit fee in the amount of approximately THB3.97 million, excluding other non-audit fees which will be paid upon actual occurrence.

Details of the audit fee of the subsidiaries in comparison with the preceding year are as follows:

	2020/21 (THB million)	2019/20 (THB million)
Audit fee for the fiscal year (THB million)	3.97 ⁽¹⁾	17.52
Number of subsidiaries (companies)	9	26

Remark:

- (1) There was a change in the number of the Company's subsidiaries in the fiscal year 2019/20, from 26 companies to 9 companies, resulting from the change in status of MACO from a subsidiary to an associate company. Therefore, the audit fee of the Company's subsidiaries reduced as a result of the decrease in the number of the Company's subsidiaries.

The Secretary allowed the Meeting to express opinions or make queries in relation to the agenda. The shareholders raised questions and gave opinions, which were responded by the directors and executives of the Company, as summarized at the end of this agenda. The Secretary then requested the Meeting to cast their votes in this agenda.

Resolution:

Upon due consideration, the Meeting resolved to approve the appointment of the auditors from EY Office Limited, i.e. Ms. Siraporn Ouannunkun and/or Mrs. Chonlaros Suntiasvaraporn and/or Mr. Pornanan Kitjanawanchai as the Company's auditors for the fiscal year 2020/21 ended 31 March 2021 and the determination of the audit fee of the Company in the amount of not exceeding THB2.80 million, as proposed in all respects, with a simple majority vote of shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,981,455,338	99.9999
Disapprove	3,100	0.0000
Abstain	10,390	-
Void ballot(s)	0	0.0000
Total (1,290 persons)	7,981,468,828	-
Remark: Abstentions were <u>excluded</u> from the calculation base of this agenda.		

In addition, the Meeting acknowledged the audit fee of the Company's subsidiaries for auditing and reviewing their financial statements for the fiscal year ended 31 March 2021, as proposed in all respects.

Recommendations / queries / responses

Query	Mr. Sakchai Sakulsrimontri asked regarding what were included in the extended scope of auditors' works and whether the increase in audit fee at the rate of 10 percent was appropriate.
Response	Assoc. Prof. Jaruporn Viyanant, the Chairman of the Audit Committee, explained that the increase in the audit fee comprising 1) for a regular adjustment at the rate of approximately 4 percent which was relatively low taking into account the inflation, and 2) for an increase according to an application of the new accounting standards, it was increased to satisfy the increasing scope of work which the auditors must carry out in order to be in line with the new accounting standards (TFRS 9 and TFRS 16). The new accounting standards required that all of the financial instruments, including the hedging must be converted into market value. Assoc. Prof. Jaruporn had inquired the executives whether the Company could avoid the scope of auditors' works by not transacting a forex hedging but opted into the loan from local financial institutions instead. At that time, it was responded by the executives that the increase in audit fee for this portion of auditing was lower than the expenses otherwise would occur if the Company decided to borrow from local financial institutions in the target countries which the Company would invest.
Query	Mr. Sakchai Sakulsrimontri further asked whether the Company ever inquired EY Office Limited whether EY Office Limited audited the hedging transactions by themselves or sub-contracted other person(s) to help perform this function.
Response	Assoc. Prof. Jaruporn Viyanant, the Chairman of the Audit Committee, explained that there has been a discussion with EY Office Limited about this issue. Briefly, it was necessary that there would be a sub-contract of some part to an expert on foreign financial instruments to appraise the market value of the financial instruments, especially those not traded in the secondary market, in order for the accuracy in the evaluation of market value. The expense for this service was at a cost of EY Office Limited which was to be agreed with the expert on foreign financial instruments.

Agenda 9 To consider and approve extension of validity period for allocating the Company's newly issued ordinary shares under a general mandate as approved by the 2019 Annual General Meeting of Shareholders

The Secretary informed to the Meeting that the 2019 Annual General Meeting of Shareholders, held on 9 July 2019, resolved to approve the increase of the Company's registered capital under a general mandate to be offered through a private placement by THB42,805,828.50 (equivalent to 5 percent of the Company's paid-in capital), from the existing registered capital of THB1,036,946,245.80 to THB1,079,752,074.30, by issuing 428,058,285 newly issued ordinary shares, with a par value of THB0.10 per share.

The validity of allocation period of the said newly issued ordinary shares expired at the Meeting. Also, the Company did not issue nor offer these newly issued ordinary share pursuant to such

resolution. Therefore, the shareholders' meeting was proposed to consider and approve an extension of the validity period for allocating the Company's newly issued ordinary shares under the general mandate for another term which would be valid until the date of the 2021 Annual General Meeting of Shareholders or the last day of the period to hold the 2021 Annual General Meeting of Shareholders according to the applicable law (whichever was sooner); and the delegation of authority to the Board of Directors to undertake any actions in respect of the allocation of newly issued ordinary shares, including but not limited to:

- 1) allocating newly issued ordinary shares in a single or series of offerings;
- 2) determining an offering period, offering price, and other terms and conditions in relation to such allocation of the newly issued ordinary shares;
- 3) negotiating, agreeing, entering into, and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary);
- 4) signing applications, waivers, notices, including any documents relevant to such allocation of the newly issued ordinary shares, as well as contacting and filing documents with the officers or representatives of any relevant agencies (whether in Thailand or overseas), and listing such newly issued ordinary shares on the SET; and
- 5) undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

The Company would offer the newly issued ordinary shares, through the private placement, to institutional investors and/or not exceeding 50 specific investors within a 12-month period, where such investors must not be connected persons. Besides, the offering price of the newly issued ordinary shares through the private placement pursuant to the increase of its registered capital under a general mandate can be discounted but no more than 10 percent of the market price of the Company's share price calculated based on the volume-weighted average price of the Company's ordinary shares traded on the SET for not less than 7 consecutive business days, but not exceeding 15 consecutive business days prior to the date on which the offering price was determined by the Board of Directors for each allocation of the newly issued ordinary shares, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (as amended) as detailed in Capital Increase Report Form (F53-4) **Enclosure 4** which has been delivered to the shareholders together with the invitation to the Meeting.

The Secretary allowed the Meeting to express opinions or make queries in relation to the agenda. The shareholders raised questions and gave opinions, which were responded by the directors and executives of the Company, as summarized at the end of this agenda. The Secretary then requested the Meeting to cast their votes in this agenda.

Resolution

Upon due consideration, the Meeting resolved to approve the extension of the validity period for allocating 428,058,285 newly issued ordinary shares of the Company, with the par value of THB0.10 per share, under the general mandate to be offered through the private placement, to be valid until

the date of the 2021 Annual General Meeting of Shareholders or the last day of the period to hold the 2021 Annual General Meeting of Shareholders according to the applicable law (whichever was sooner) under the conditions of allocation and with the delegation of authority to the Board of Directors, including other details, as proposed in all respects, with an affirmative vote of three-fourths of the total number of shareholders who attended the Meeting and entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	7,720,382,323	96.7288
Disapprove	261,078,505	3.2710
Abstain	8,000	0.0001
Void ballot(s)	0	0.0000
Total (1,290 persons)	7,981,468,828	100.0000
Remark: Abstentions were <u>included</u> from the calculation base of this agenda.		

Recommendations / queries / responses

Query	Mr. Voradej Panjarongkha, volunteer from the Thai Investors Association, inquired as to why the Company did not offer the said newly issued ordinary shares under the general mandate in the year 2019/20.
Response	<p>Mr. Kong Chi Keung, director, explained that the 2019 Annual General Meeting of Shareholders resolved to approve the increase of the Company's registered capital under the general mandate and the delegation of authority to the Board of Directors to offer the newly issued ordinary shares upon a due consideration when the Company required funding to operate business or for investment so that the Company would not need to borrow from any financial institution. This was to allow the financial flexibility for the Company. For example, in the case where the Company planned to acquire any business, the Company could use the Company's newly issued shares to pay as part of the consideration for the acquisition. However, the Company did not require any additional funding in the past year. Nonetheless, the Company may need to raise fund in the future by issuing and offering the newly issued ordinary shares, under the general mandate through the private placement. These were the key reasons why shareholders' meeting must be proposed to consider and approve the extension of validity period for allocating the Company's newly issued ordinary shares under the general mandate in order to maintain financial flexibility of the Company. Such shares would be issued and offered when there was an appropriate business opportunity.</p> <p>Mr. Keeree Kanjanapas, the Chairman, reaffirmed that the newly issued ordinary shares under the general mandate allowed financial flexibility to the Company which would promote the growing potential of the Company. During the past several years, the outstanding performance along with the business direction of the Company attracted investors to invest in the</p>

	Company. Some investors may be satisfied to purchase the Company's shares that were traded in the SET. However, some other investors may wish to invest in the Company's newly issued ordinary shares. For example, when the Company invested in shares in Kerry, the sellers of such Kerry's shares also wished to invest in shares in the Company. The sellers thus spent some of the fund received from selling Kerry's shares to purchase the Company's newly issued ordinary shares.
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Agenda 10 To consider other businesses (if any)

The Secretary informed the Meeting that pursuant to Section 105 of the PLCA, after the shareholders' meeting transacting all agenda items prescribed in the notice to the shareholders' meeting, any shareholder(s) holding shares in an aggregate of not less than one-third of the Company's total issued shares may propose any matter, other than those specified in the notice, to the meeting for consideration. Nevertheless, there was no shareholder proposed any additional agenda to the Meeting.

The Secretary then allowed the Meeting to express opinions or make queries. The shareholders raised questions and gave opinions, which were responded by the directors and executives of the Company and can be summarized as follows:

Query	Mr. Voradej Panjarongkha, volunteer from the Thai Investors Association, inquired with respect to the litigation which was stated in the notes to the consolidated financial statements.
Response	<p>Ms. Voraluck Worachuttharn, Chief Legal and Compliance Officer, explained to the Meeting that the litigation that appeared in the notes to the Company's financial statements was the dispute between the Company and Midas Global Media Co., Ltd. ("Midas"), a former joint venture between the Company and Deelight Multimedia Co., Ltd. with shareholding percentages of 30 percent and 70 percent, respectively. Midas submitted a dispute to the Thai Arbitration claiming that the Company was in breach of Midas' Shareholders Agreement dated 5 February 2014 to which Midas was not a party. Later on 5 February 2020, the tribunal awarded by a majority vote (2:1 votes) that the Company was in breach of contract and that the Company must pay damages to Midas approximately THB579 million with an interest at the rate of 7.5 percent per annum from the date of the dispute submission.</p> <p>However, the Company and the legal consultant of the Company were confident that the Company duly complied with its contractual obligations according to the said shareholders agreement and the said arbitration award was both factually and legally deviated. As such, on 5 May 2020, the Company exercised its rights by filing a motion to the Civil Court to abrogate the said arbitration award.</p>

	Mr. Keeree Kanjanapas, the Chairman, insisted that the arbitration award was deviated, and the Company would further exercise its civil and criminal rights.
Recommendation	Mr. Sirivat Voravetvuthikun stated that the Company received several awards in the past year, especially the outstanding performance award, showing that the Company made good profit. However, the Company's current dividend yield ratio was at the rate of 0.85 percent while the Company only had only 0.1 debt per equity ratio and possessed good cash flows. In the future, if the Company generated higher profit, it was proposed that the Company consider paying higher dividends to improve its dividend yield ratio which would attract more institutional investors. Currently, the Company had relatively low institutional investors. The dividend yield ratio would effectively attract the institutional investors.
Response	Mr. Keeree Kanjanapas, Chairman, explained that the Company wished to pay dividend for shareholders at the highest rate appropriate to give back to the shareholders. However, the Company was a growing organization. It was necessary to retain cash flows for the business expansion. Once the Company reached the point to slow down its growing rate, we may consider paying dividend at higher rate.
Query	Mr. Sakchai Sakulsrimontri asked whether the Company has installed platform screen doors at every BTS station; If so, revenue from transit media would increase by how many percent.
Response	<p>Mr. Surapong Laoha-Unya, a director, explained that this year, the installation of platform screen doors has been performed at 2 additional stations, i.e. Thong Lo and Surasak stations, which were currently under construction. The installation at the rest of the stations would follow.</p> <p>Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, added that currently the platform screen doors were installed at 11 BTS stations. The main purpose of the platform screen door installation was for the safety of BTS passengers. The LED screens on the platform screen door would be installed at some stations only. Thus, although the installations were all complete, the revenue from the media on such platform screen door might not increase much.</p>
Query	Mr. Sakchai Sakulsrimontri additionally asked as to why the revenue from transit media decreased from THB2,405 million in 2018/19 to THB2,184 million in 2019/20.
Response	Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, explained the reason that the revenue from transit media slightly decreased from the previous year was because of the upgrade of media in the prime or popular locations from static to digital screens. Such advertising media needed to temporarily stop operating during such upgrade which resulted in the slight decrease of revenue.

Query	Mr. Sakchai Sakulsrimontri further asked the dividend income as appeared in the statement of comprehensive income was paid by which company.
Response	Mrs. Chitkasem Moo-Ming, the Chief Financial Officer, answered that the dividend income in the amount of THB146 million was paid by PLANB to the Company.
Query	Mr. Sakchai Sakulsrimontri stated that he saw Kerry personnel threw the parcels which might cause damage to the stuff inside and inquired whether the Company ever advised Kerry on this matter and what was the policy to protect the customers.
Response	<p>Mr. Keeree Kanjanapas, the Chairman, complimented that this information was useful and asked the executives to inform Kerry of this information for their acknowledgement and improvement of their service.</p> <p>Mr. Kavin Kanjanapas, the director, further explained that the Company conducted an investigation prior to investing in Kerry. From the investigation, Kerry had the lowest rate of parcel damage when compared with its competitors. The complaints concerning parcel damage were also quite low. However, Mr. Kavin would bring this piece of information to Kerry for further investigation.</p>

After the Company's directors and executives have acknowledged the opinions and answered to the queries of the shareholders, the Chairman then thanked the attendees for their understanding and strict compliance with the preventive measures against the spread of COVID-19. Further, the Chairman expressed his gratitude to the shareholders for their continuous support and stated that the Company aimed to operate the business by taking into consideration the benefits of the shareholders as a priority. Then, the Chairman declared the Meeting adjourned at 4:15 p.m.

(Sign) - *Signature* - Chairman
(Mr. Keeree Kanjanapas)
Chairman of the Board of Directors

(Sign) - *Signature* - Secretary
(Ms. Voraluck Worachuttharn)
Company Secretary



Profiles of Candidates Nominated for Election as Directors
and
The Company's Definition of Independent Director

Profiles of Candidates Nominated for Election as Directors

Name	:	Mr. Keeree Kanjanapas	
Age	:	71	
Nationality	:	Thai	
Type of directorship to be appointed	:	Director	
Date of appointment as director	:	30 March 2012	
Number of years holding directorship	:	9 years	
Current position in the Company	:	Chairman / Authorised Director	
Education / Training Programs	:	<ul style="list-style-type: none"> • Director Accreditation Program (DAP) Year 2011 by Thai Institute of Directors • Top Executive Program (CMA 10) Year 2010 by Capital Market Academy 	
Shareholding in the Company (including spouse and minor children)	:	52,220,000 (0.61%)	
Family relationship with directors and executives	:	Father of Mr. Kavin Kanjanapas (Directors and Chairman of the Executive Committee)	
Positions in other Thai listed companies	:	<div>2017 – Present</div> <div>2012 – Present</div> <div>2010 – Present</div> <div>2006 – Present</div> <div>1993 – Present</div>	<div>Chairman of the Board of Directors of U City Plc.</div> <div>Chairman of the Sustainability Committee of BTS Group Holdings Plc.</div> <div>Chairman of the Executive Committee of BTS Group Holdings Plc.</div> <div>Chairman of the Board of Directors of BTS Group Holdings Plc.</div> <div>Director of BTS Group Holdings Plc.</div>
Positions in other companies and/or organizations	:	<div>Feb 2020-Present</div> <div>2018-Present</div> <div>2017-Present</div> <div>2017-Present</div> <div>2017-Present</div> <div>2017-Present</div> <div>2015-Present</div> <div>2010-Present</div> <div>1996-Present</div> <div>2015-Present</div> <div>2010-Present</div> <div>2009-Present</div>	<div>Director of U-Tapao International Aviation Co., Ltd.</div> <div>Director of BTS Infrastructure Services Co., Ltd.</div> <div>Director of BTS Infrastructure Development Co., Ltd.</div> <div>Director of Eastern Bangkok Monorail Co., Ltd.</div> <div>Director of Northern Bangkok Monorail Co., Ltd.</div> <div>Director of RB Services Co., Ltd.</div> <div>Chairman of the Executive Committee of Bangkok Mass Transit System Plc.</div> <div>Chairman of Bangkok Mass Transit System Plc.</div> <div>Director of Bangkok Mass Transit System Plc.</div> <div>Director of BSS Holdings Co., Ltd.</div> <div>Director of Rabbit Rewards Co., Ltd.</div> <div>Director of Bangkok Smartcard System Co., Ltd.</div>

Present directorship/management in other businesses with potential conflict of interest	: - None -	
Experience from the past 5 years	2009-2018	Director of PrannaKiri Assets Co., Ltd.
	1993-2018	Director of PrannaKiri Assets Co., Ltd.
	1992-2018	Director of Tanayong Food and Beverage Co., Ltd.
	1991-2018	Director of Thana City Golf & Sports Club Co., Ltd.
	1990-2018	Director of Siam Paging and Communication Co., Ltd.
	1990-2018	Director of Tanayong Property Management Co., Ltd.
	1988-2018	Director of Nuvo Line Agency Co., Ltd.
Meeting attendance in the fiscal year 2020/21	: Board of Directors	6/6 attendances
Performance as director in fiscal year 2020/21	: 1. Participated in determining the Company's strategies, policies, business plans, annual budget, including monitoring the Company's performance in comparison with the business plan and budget on a quarterly basis in order to set the direction for the next period; 2. Considered the acquisition and disposal of assets and investment in new businesses; and 3. Independently provided suggestions, queries and opinion which were beneficial to the Company's business.	

Profiles of Candidates Nominated for Election as Directors

Name	:	Assoc. Jaruporn Viyanant	
Age	:	77 years	
Nationality	:	Thai	
Type of directorship to be appointed	:	Independent Director	
Date of appointment as director	:	30 March 2012	
Number of years holding directorship	:	9 years	
Current position in the Company	:	Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee	
Education	:	<ul style="list-style-type: none"> • Bachelor Degree of Accounting, Thammasat University • Master Degree of Financial Economics, Middle Tennessee State University, United States of America 	
Training programs	:	<p>Training programs organized by Thai Institute of Directors</p> <ul style="list-style-type: none"> • Anti Corruption for Executive Program (ACEP) Year 5/2015 • Director Certification Program Update (DCPU) Year 1/2014 • Role of the Compensation Committee (RCC) Year 12/2011 • Monitoring the system of internal control and Risk Management (MIR) Year 9/2010 • Monitoring the Quality of Financial Reporting (MFR) Year 7/2010 • Monitoring Fraud Risk Management (MFM) Year 10/2010 • Monitoring the Internal Audit Function (MIA) Year 7/2010 • Audit Committee Program Year 28/2009 • Director Certification Program (DCP) Year 126/2009 <p>Other training programs</p> <ul style="list-style-type: none"> • Top Executive Program (CMA 10) Year 2010, Capital Market Academy • Financial Management Certificate, University of Bath, UK • Advanced Certificate Course, King Prajadhipok's Institute 	
Shareholding in the Company (including spouse and minor children)	:	- None -	
Family relationship with directors and executives	:	- None -	
Positions in other Thai listed companies	:	2020 – Present	Academic Professional of Faculty of Commerce and Accountancy, Thammasat University
Positions in other companies and/or organisations	:	2017 – Present	Independent Director / Member of the Audit Committee / Member of the Committee Nomination and Remuneration of Ocean Life Insurance Plc.
		2015 – Present	Independent Director / Chairman of the Audit Committee of BBGI Plc.

	2014 – Present	Director of Thammasat University Hospital Foundation
	2008 – Present	Academic Standard Committee of Faculty of Business Administration, Rangsit University
	2005 – Present	Independent Director / Chairman of the Audit Committee of BBGI Plc.
Present directorship/management in other businesses with potential conflict of interest	:	- None -
Experience from the past 5 years	:	<div>2018-2019</div> <div>Audit and Corporate Governance Committee Member of Thailand Arbitration Centre, Ministry of Justice</div> <div>2016 – 2017</div> <div>Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee of KSL Green Innovation Plc.</div> <div>2014-2020</div> <div>Monitoring and Evaluation Committee Member of Office of The National Broadcasting and Telecommunications Commission</div> <div>2014-2019</div> <div>Senior Advisor and Audit Committee member of Digital Government Development Agency (Public Organization)</div>
Meeting attendance in the fiscal year 2020/21	:	<div>Board of Directors 6/6 attendances</div> <div>Audit Committee 6/6 attendances</div> <div>Nomination and Remuneration Committee 3/3 attendances</div> <div>Corporate Governance Committee 4/4 attendances</div>
Performance as director in fiscal year 2020/21	:	<ol style="list-style-type: none"> 1. Participated in determining the Company's policies, strategies, business plans, annual budget, including monitoring the Company's performance in comparison with the business plan and budget on a quarterly basis in order to set the direction for the next period; 2. Participated in considering the acquisition and disposal of assets and investment in new businesses; and 3. Independently provided suggestions, queries and opinion which were beneficial to the Company's business.

Profiles of Candidates Nominated for Election as Directors

Name	: Mrs. Maneeporn Siriwatanawong	
Age	: 72 years	
Nationality	: Thai	
Type of directorship to be appointed	: Independent Director	
Date of appointment as director	: 30 March 2012	
Number of years holding directorship	: 9 years	
Current position in the Company	: Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	
Education	: • Bachelor Degree of Accounting, Thammasat University	
Shareholding in the Company (including spouse and minor children)	: - None -	
Family relationship with directors and executives	: - None -	
Positions in other Thai listed companies	: 2010 – 2019 Advisor of Singhapattana Chiang Mai Co., Ltd. 2010 – 2019 Advisor of Chiang Mai Pattana Group Co., Ltd.	
Present directorship/management in other businesses with potential conflict of interest	: - None -	
Experience from the past 5 years	: - None -	
Meeting attendance in the fiscal year 2020/21	: Board of Directors 6/6 attendances Audit Committee 6/6 attendances Nomination and Remuneration Committee 3/3 attendances	
Performance as director in fiscal year 2020/21	: 1. Participated in determining the Company's policies, strategies, business plans, annual budget, including monitored the Company's performance in comparison with the business plan and budget on a quarterly basis in order to set the direction for the next period; 2. Participated in considering the acquisition and disposal of assets and investment in new businesses; and 3. Independently provided suggestions, queries and opinion which were beneficial to the Company's business.	

Definition of Independent Directors

The person nominated for the position of Independent Director shall possess the qualifications as specified in the Company's Definition of Independent Directors, which is more stringent than the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Holding no more than 0.5 percent of the total number of shares with the voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons. For the purpose of calculation, the number of shares held by the related person of each Independent Director shall also be included;
2. Neither being nor having been a director who takes part in the management, an employee, staff, advisor who receives salary, or the controlling person of the Company, its parent company, subsidiaries, associated companies, subsidiaries ranked in the same level, major shareholders or controlling persons, unless foregoing status has ended for not less than 2 years;
3. Neither being a biologically nor legally related person as a parent, spouse, sibling and child, including being the spouse of the children, of the executives, major shareholders, controlling persons or the persons who will be nominated as the executive or controlling person of the Company or its subsidiaries;
4. Neither having nor having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as the Independent Director. Moreover, Independent Directors must not be nor having been a significant shareholder or controlling person of the entities having business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, unless foregoing status has ended for not less than 2 years;
5. Neither being nor having been the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, controlling persons, as well as not being a significant shareholder, controlling person or partner of any audit firm providing auditing service to the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, unless foregoing status has ended for not less than 2 years;
6. Neither being nor having been a provider of any professional services, including legal or financial advisory services which received fees in the amount of more than THB2 million per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons , as well as not being a significant shareholder, controlling person, or partner of such professional service providers, unless foregoing status has ended for not less than 2 years;
7. Not being a director who has been appointed as a representative of the Company's Directors, major shareholders or shareholders relating to the major shareholders;
8. Neither operating a business having the same nature of business which significantly competes with the businesses of Company or its subsidiaries, nor being a significant partner in a partnership or a director who involves in the management, and not being an employee, advisor who receives regular salary, or shareholder holding more than 1 percent of the total number of shares with voting rights of a company that operates the business having the same nature of business and significantly competes with the businesses of the Company or its subsidiaries; and
9. Having no other conditions that may obstruct the independent expression of opinion on the Company's operation.



Profiles and Professional Experiences of Auditors
from
EY Office Limited

Profiles and Professional Experiences of Auditors



Ms. Siraporn Ouahanunkun
Partner
EY Office Limited
Certified Public Accountant No. 3844

Profiles and Work Experience

Working Period	: 1984 – Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Master of Accounting, Thammasat University Bachelor of Accounting, Chulalongkorn University
Experience	: She has more than 30 years of public accounting experience serving listed companies in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the real estate, construction, mass transit system, manufacturing, service, hotel, and hospital industries. Moreover, she also has experience in providing consultancy services in respect of information system reviews, merger and acquisition exercises, and initiate public offering for listing on the Stock Exchange of Thailand.
Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently	: - None -
Contact Details	: EY Office Limited 33rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: 0 2264-9090 Facsimile: 0 2264-0789 E-mail: Siraporn.Ouahanunkun@th.ey.com



Mr. Pornanan Kitjanawanchai

Partner

EY Office Limited

Certified Public Accountant No. 7792

Profiles and Work Experience

Working Period	: 1999 – Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Master of Economic, National Institute of Development Administration Bachelor of Accounting, Chulalongkorn University
Experience	: More than 20 years of public accounting experience with EY serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the mass transit system, manufacturing, service, and real estate industries. Moreover, he also has experience in providing consultancy services in respect of merger and acquisition exercises.
Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently	: - None -
Contact Details	: EY Office Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: 0 2264-9090 Facsimile: 0 2264-0789 E-mail: Pornanan.Kitjanawanchai@th.ey.com



Mrs. Chonlaros Suntiasvaraporn
Partner
EY Office Limited
Certified Public Accountant No. 4523

Profiles and Work Experience

Working Period	: 1992 – Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Bachelor of Accounting, Chulalongkorn University
Experience	: She has more than 25 years of public accounting experience serving listed companies in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in the real estate, construction, manufacturing service, and distribution of consumer and industrial products industries. Moreover, she also has experience in supporting clients to make an initial public offering on the Stock Exchange of Thailand.
Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently	: - None -
Contact Details	: EY Office Limited 33rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: 0 2264-9090 Facsimile: 0 2264-0789 E-mail: Chonlaros.Suntiasvaraporn@th.ey.com



Capital Increase Report Form (F 53-4)

CAPITAL INCREASE REPORT FORM
VGI Public Company Limited
27 May 2021

We, VGI Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No. 4/2021 held on 27 May 2021 at 1:30 p.m. in respect of the increase of the registered capital and the allocation of the Company’s newly issued ordinary shares for accommodating the offering of newly issued ordinary shares through a private placement under a general mandate, detailed as follows:

1. Capital increase

The Board of Directors’ Meeting No. 4/2021 has passed a resolution to approve to propose that the 2021 Annual General Meeting of Shareholders consider and approve the extension of the validity period for allocating the Company’s newly issued ordinary shares under a general mandate as approved by the 2019 Annual General Meeting of Shareholders held on 9 July 2019 approving the increase of the Company’s registered capital by THB42,805,828.50, from the existing registered capital of THB1,036,946,245.80 to THB1,079,752,074.30, by issuing up to 428,058,285 newly issued ordinary shares, with a par value of THB0.10 per share, to be offered through a private placement, as follows:

Type of Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (THB per Share)	Total (THB)
<input type="checkbox"/> Specific purpose of utilizing the proceeds	-	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	Up to 428,058,285	0.10	42,805,828.50

2. Allocation of newly issued shares

2.1 Specific purpose of utilizing the proceeds

- None -

2.2 General mandate

Allocated to	Type of Shares	Number of Shares (Shares)	Percentage to the Paid-up Capital ¹	Remarks
Rights Offering	Ordinary shares	-	-	-
Public Offering	Ordinary shares	-	-	-
Private Placement	Ordinary shares	Up to 428,058,285	5	Please see the remark below.

^{1/} Percentage to the paid-up capital as at 15 May 2019 which was the date on which the Board of Directors resolved to approve the increase of the registered capital under a general mandate

Remark:

The Board of Directors' Meeting No. 4/2021 approved to propose that the 2021 Annual General Meeting consider and approve the extension of the validity period for allocating not exceeding 428,058,285 newly issued ordinary shares of the Company, with the par value of THB0.10 per share, under the general mandate to be offered through the private placement, which would expire at the 2021 Annual General Meeting of Shareholders, under the same conditions of allocation as approved by the 2019 Annual General Meeting of Shareholders, held on 9 July 2019, and the delegation of authority to the Board of Directors to undertake any actions in respect of the allocation of newly issued ordinary shares, including but not limited to the following:

- (1) allocating newly issued ordinary shares in a single or series of offerings;
- (2) determining an offering period, offering price, and other terms and conditions in relation to such allocation of the newly issued ordinary shares;
- (3) negotiating, agreeing, entering into, and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary);
- (4) signing applications, waivers, notices, as well as any documents relevant to such allocation of the newly issued ordinary shares, including contacting and filing documents with the officers or representatives of any relevant agencies (whether in Thailand or overseas), as well as listing such newly issued ordinary shares on the Stock Exchange of Thailand (the "SET"); and
- (5) undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

In this regard, the Company will issue and offer the Company's newly issued shares via a private placement to institutional investors and/or not more than 50 specific investors within 12 months, where such investors must not be connected persons and an offering price must not be below than the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor 72/2558 Re: Approval of Offering for Sale of Newly Issued Shares by Listed Company in a Private Placement (as amended).

3. Schedule of the shareholders' meeting to approve capital increase and allocation of newly issued shares

The 2021 Annual General Meeting of Shareholders was scheduled to be held on, Thursday, 8 July 2021 at 2:00 p.m. through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563. The date for determining the names of shareholders entitled to attend the 2021 Annual General Meeting of Shareholders will be on 11 June 2021.

4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions

- 4.1 On a call for payment of the share capital, the Company will register the change in the Company's paid-up capital with the Department of Business Development, the Ministry of Commerce (the "DBD") within 14 days from the date on which the Company receives the share payment.
- 4.2 The Company will submit an application for listing the Company's newly issued shares to the SET for approval.

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

The objective of the Company's capital increase is to allow the Company to access to an immediate source of fund available for its business operations. The Company has a plan to use proceeds derived from the capital increase for working capital, loan repayment and/or business expansion of the Company and its subsidiaries.

6. Benefits which the Company will receive from the capital increase/allocation of newly issued shares

Proceeds derived from the offering of shares through a private placement under a general mandate would allow the Company to access a more solid source of fund and to have better financial liquidity. It would also enhance the Company's readiness to execute its future investment plans as scheduled and opportunities to generate revenues and profits. As a result, the Company would be in a better position to generate good returns to the shareholders in the long run. In addition, the capital increase under a general mandate has a low cost of funding in comparison with financing from financial institutions and allows the Company to maintain its debt-to-equity ratio at a low level.

7. Benefits of capital increase / allocation of newly issued shares to shareholders

7.1 Dividend policy

The Company has a policy to pay out dividends to shareholders at the rate of not less than 50% of its net profit after annual corporate income tax and legal reserves, taking into account operating results, financial position, liquidity, investment plan, needs of working capital, business expansion and other factors relating to the Company's business management as the Board of Directors and/or shareholders of the Company deem appropriate, provided that the Company must not have accumulated loss in shareholders' equity.

7.2 Subscribers of the Company's newly issued shares shall be entitled to receive dividends from the Company's operating profits after having been recorded as shareholders of the Company in the Company's shareholder register.

7.3 Others

- None-

8. **Other details necessary for the shareholders to consider and approve the capital increase / allocation of newly issued shares**

The Board of Directors' opinion

The Board of Directors viewed that the increase of the Company's registered capital under a general mandate would facilitate the Company's fundraising process and enhance the Company's business operations. In addition, such capital increase would also enhance flexibility and diverse fundraising options of the Company to accommodate its proceeds utilization plan in the future.

In this regard, the Board of Directors viewed that such capital increase is necessary and appropriate, taking into account the benefits derived and impacts to the Company's business operation.

9. **Schedule of actions in case the Board of Directors passes a resolution to approve the capital increase/allocation of newly issued shares**

No.	Actions	Date/Month/Year
1.	2019 Annual General Meeting of Shareholders	9 July 2019
2.	Registration of the increase of the Company's registered capital with the DBD	19 July 2019
3.	Board of Directors' Meeting No. 4/2021	27 May 2021
4.	Record date for determining shareholders entitled to attend the 2021 Annual General Meeting of Shareholders	11 June 2021
5.	2021 Annual General Meeting of Shareholders	8 July 2021
6.	Registration of the increase of paid-up capital with the DBD	Within 14 days from the date on which the share payment is received

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly.

Sincerely yours,
VGI Public Company Limited

(Mr. Marut Arthakaivalvatee) (Mr. Chan Kin Tak)
Authorized Directors



Profiles of Independent Directors for Appointment as Proxy

Profiles of Independent Directors for Appointment as Proxy



1. Assoc. Prof. Jaruporn Viyanant

Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee

Age: 77 years

Address: No. 21, TST Tower, 9th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Interest in the meeting agenda:

Having special interest in Agenda 6 as a nominated candidate to be elected as director for another term



2. Mrs. Maneeporn Siriwatanawong

Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee

Age: 72 years

Address: No. 21, TST Tower, 9th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Interest in the meeting agenda:

Having special interest in Agenda 6 as a nominated candidate to be elected as director for another term



3. Mr. Kiet Srichomkwan

Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee

Age: 84

Address: No. 21, TST Tower, 9th Floor, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Interest in the meeting agenda:

Not having special interest that differs from other directors in all agenda items to be proposed at the 2021 Annual General Meeting of Shareholders



Guidelines for Attending the 2021 Annual General Meeting
of Shareholders via Electronic Means (E-AGM)

**Guideline for Attending the AGM via Electronic Media via
Conference Webex System and Inventech Connect**

For any shareholders or proxies who wish to attend the 2021 Annual General Meeting of Shareholders, via electronic means, please proceed as follows;

Steps for submitting a request to attend the AGM via Electronic Media (E-AGM)

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser

at <https://app.inventech.co.th/VGI131601R>
or scan QR Code:



2. The Shareholders must prepare the following information to fill-in through the system:
 - Identification Card Number/Passport Number for foreigner
 - Shareholders Registration Number (Appear on a notification of meeting)
 - Name and Surname
 - Amount of shares
 - E-Mail Address
 - Mobile Number
 - Additional Attachments
 - For Shareholders who wish to attend the meeting by Electronic Means themselves, please attach the copy of Identification Card /Passport for foreigner and certified true copy, and a photo is also applicable to upload into the system.
 - For Shareholders who wish to attend the meeting by Electronic Means with proxies, please also attached the proxy forms with required documents as detailed in **Enclosure 6.2.**
3. After completely filled-in all required information and attachment, please select "I have read and agreed to comply with meeting attendance requirements, and meeting attendance requirements through Inventech Connect" then click "accept on the term of service".
4. Then click to "submit the request".
5. After completing the fourth step: An assigned administration team will proof the document. Once your request is approved, the Shareholders will receive an email to notify on the followings:
 - 1) Link of Registration for the meeting
 - 2) Username and Password for e-Voting
 - 3) Link for download and installation of Cisco WebEx Meeting Application
 - 4) Link for user manual. The Shareholders can access the system to attend the meeting on the date specified in the notice of the shareholders' meeting. In case the request is rejected, shareholders will receive an email to notify them on the details and the reason for rejection, then the shareholders can resubmit through the system.
6. For Shareholders who would like to attend the Meeting through the Electronic Means by proxy, please appoint any person to act as your proxy or authorize one of the Company's Independent Directors to attend and vote on your behalf.

7. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 29 June 2021 at 8:30 a.m. and shall be closed on 8 July 2021, until the end of the meeting.
8. For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company **by Monday, 5 July 2021 at 6.00 p.m.**

Company Secretary Division
VGI Public Company Limited
21 TST Tower, 9th Floor, Viphavadi-Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900

Manual to attend the Meeting by Electronic Means and login for Inventech Connect

1. Cisco WebEx Meeting and Inventech Connect for e-voting systems support Web Browser for PC, iOS and Android. To access Cisco WebEx Meeting and Inventech Connect, please follow the installation procedure and operation manual as below:

1.1 Using Cisco WebEx Meeting

Installation Manual for Cisco WebEx Meeting can be study via this link:-
<https://qrgo.page.link/Cgv2B> or QR Code:







- **Cisco WebEx Meeting installation instruction via PC or Laptop**





- 1) Go to website: <https://www.webex.com/downloads.html> scan QR Code:
- 2) Choose download Cisco WebEx Meetings by clicking "Download for Windows" button.
- 3) Double click the webexapp.msi (can be found at Folder Download) to enter the Installation page;
- 4) Enter the installation page, then click "Next";
- 5) Select "I accept the terms in the license agreement" and then click "Next";
- 6) Click the "Install" button, then wait for the installation for a moment, and then click "Finish";
- 7) When the installation is completed, the "Cisco WebEx Meetings" icon will appear on Desktop's screen.



- Step to install Cisco WebEx Meeting using Mobile Device

<u>For iOS (Version iOS 10.0 up)</u>	<u>For Android (Version Android 6.0 up)</u>
1) Assess App Store  2) Go to the search icon or the “magnifying glass” symbol and type “Cisco WebEx Meeting” and click “search” button. 3) Then click the “Accept” button on the right to install the Cisco WebEx Meetings Application or the symbol as shown in the picture  4) Specify a password or Touch ID to confirm application installation. 5) Then wait for a moment for installation. 6) When the installation is completed, the “WebEx Meet” icon will appear on the phone’s screen.	1) Access Play Store  2) Go to “Search for apps & games” and type “Cisco WebEx Meetings” and click “Search”. 3) Then click “Install” button on the right to install Cisco WebEx Meetings Application on symbol as shown in the picture  4) Click “Accept” to confirm Application installation. 5) Then wait for a moment for installation. 6) When the installation is completed, the “WebEx Meet” icon will appear on the phone’s screen.

1.2 Using Inventech Connect System

Manual for PC / Laptop  https://qrgo.page.link/KqnoP	Manual for iOS  https://qrgo.page.link/pgvit
Manual for Web Browser  https://qrgo.page.link/iZ3ka	Manual for Android  https://qrgo.page.link/vZ4rZ

- Steps for using Inventech Connect via PC/Laptop are as follow:

- 1) Shareholders click the link to enter Registration for the meeting in the approval notification Email for Inventech Connect.
- 2) Then the system will display information for e-Register. Fill-in the Username and Password that received by email, then click “sign-in” button.
- 3) The system will display the Shareholders’ registration information. (*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares of the Shareholder to be counted as a quorum.*) Then click “Go to the registration page to watch the live broadcast via Application Cisco Webex Meeting”.

- 4) The system will display the "Event Information": The Shareholders must fill-in the information on the right side of "Join Event Now" with the following details:
 - The system will display the Shareholders' name or proxies name for First Name.
 - The system will display the Shareholders' registration number (in case of proxy it will display * after the registration number).
 - Fill-in email address (*email address must be the same email that register via e-Request).
 - In the "Event Password" the system will set the default value for Shareholders. There is no need to make any changes.
 - Then click "Join Now" button.
- 5) After that, click "Run a temporary application" to access the Cisco WebEx Meeting application.
- 6) Click the "Join Event" button (green colour) to join the meeting via Cisco WebEx Meeting Application.
- 7) The system will display 2 operation screens; one on the left showing live broadcast and the right showing Q&A and Multimedia Viewer functions with the login page of Inventech Connect for e-Voting.
- 8) Then click the "Continue" button (blue colour) on the right hand side of the Multimedia Viewer function. The system will display the login screen for Inventech Connect and click "Sign in" button.
- 9) The system will display on Select Agenda, and Shareholders may view which agenda may be voted by clicking the "Select Agenda" (green colour) in corner on the left and bottom.
- 10) The system will display the status of each agenda – voting status: pending.
- 11) When Shareholders wish to vote, choose the agenda to vote. Then the system will show all voting buttons 1. Agree (green colour), 2. Disagree (red colour) and 3. Abstain (orange colour). To cancel the last vote, press the blue button. "Do not submit vote" (blue colour)

*If selecting "Do not submit vote" or "Abstain", the Company will put your votes into the scores determined by the meeting. And voting may be changed until that agenda ends voting results submission.
- 12) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.
- 13) * In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.
- 14) * Shareholders may leave the meeting by selecting the "User Icon" and click "Leave Meeting" button.

If the Shareholder leaves the meeting during the meeting, the system will remove the right to vote of such a shareholder from the meeting on the agenda that has not yet been processed.

- **Steps for using Inventech Connect for e-Voting via Mobile Device**

>>Screen 1: Live Broadcast by the Company

- 1) Shareholders click the link to enter Registration for the meeting in the approval notification Email for Inventech Connect.
- 2) After that the system will display the e-Register page, the Shareholders must fill-in Username and Password that received by email, then click "Sign-in".
- 3) Upon successful registration, the system will display shareholder registration information. (*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares held by such shareholders shall be counted as a quorum.*) Then click to registration page to join the meeting via Cisco WebEx Meeting Application.
- 4) The system will display Event Information, then click "Join"
- 5) Then fill-in information in Display Name and Email Address, then click "OK"
- 6) Click "Join" (green) to attend the meeting via Cisco WebEx Meeting Application.

*****If Shareholders wish to use Inventech Connect, switch the browser to use 2nd Screen as below:***

>>Screen 2: Using Inventech Connect

- 1) Shareholders must click the link for registration (For Shareholders who do not want to view the live meeting) from the notification email for Inventech Connect or URL for e-Voting function which was sent from Administrator via "Chat" function in application Cisco Webex Meeting.
- 2) Enter Username and Password from the request approval notification email, then click "Sign in" button.
- 3) The system will display "Select Agenda" icon, and Shareholders may view which agenda may be voted by clicking the "Select Agenda" (green) in corner on the left and bottom.
- 4) The system will display the status of each agenda – voting status: pending.
- 5) When Shareholders wish to vote, choose the agenda to vote. Then the system will show all voting buttons 1. Agree (green colour), 2. Disagree (red colour), and 3. Abstain (orange colour). To cancel the last vote, press the blue button. "Do not submit vote" (blue colour).

(This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result)
- 6) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.
- 7) *In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.

- 8) *Shareholders may leave the meeting by selecting the “User Icon” and click “Leave Meeting” button.

*At this step, if the Shareholder leave the meeting during the meeting, the system will remove the right to vote of the Shareholders from the meeting on the agenda that has not yet been processed.

- 9) The electronic conference system will be available on 8 July 2021 at 12.00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.
- 10) The functionality of the electronic conferencing system (Cisco Webex Meeting) and Inventech Connect is dependent on the internet system supported by shareholders or proxies. Including equipment and/ or program of the device. Please use the device and/or the following programs to operate the system.
- Recommended internet speed should be at least 4 Mbps;
 - Mobile phones/tablet devices with Android operating system that supports android 6.0 version or above, or mobile phones/tablet devices with IOS operating system that supports IOS 10.0 version or above;
 - Desktop computer/notebook with Window operating system that supports Window 7 or above, or desktop computer/notebook with MAC operating system that supports OS X 10.13 or above.;
 - Internet Browser: Firefox or Chrome (recommended) or Safari.

How to check the operating system version

- For Android: Choose settings or additional settings > About Phone > Software or Android version information;
- For iOS: Selecting Settings > General > About > Version

Remark:

1. The Shareholders must fill-in the Username and Password that received via email for register and join the meeting, at this procedure, it will be considered that the Shareholders has already registered to attend the meeting, (if Shareholders do not register to attend the meeting, your shares will not be counted as a quorum, and you cannot vote or watch the live meeting). Also, if the Shareholders leave the meeting during the meeting by pressing the “leave the meeting” button, the system will remove the votes of the Shareholders from the quorum of the meeting.
2. The Shareholders must prepare the Email Address for e-Request to obtain 1. Link of Registration for the meeting 2. Username and Password for attending the meeting.
3. The required information must be aligned with the information as of the record date that provided by Thailand Securities Depository Co., Ltd (TSD).

For a troubleshooting related to the system, please contact: 02-021-9122 (3 lines), the service will be available from 29 June 2021 at 8:30 a.m. onward until 8 July 2021 Until the end of the meeting (Only on business days).

The identification document and proxy

The Company will open for the shareholders and/or proxy holder to register and verify the documents from 12.00 p.m. onwards through electronic media (E-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563. Guideline for attending the AGM via electronic media via Conference Webex System and Inventech Connect can be found in the Enclosure 6.1.

The Company reserves the rights to refuse the shareholders' and/or proxy holders' requests to withdraw the registration after the commencement of the meeting, or to register after the meeting is adjourned.

Appointment of Proxy

In the event any shareholder is unable to attend the meeting in person, the shareholder can appoint any person or an independent director of the Company to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for the meeting of shareholders:

- Proxy Form A is a general form that is simple and uncomplicated;
- Proxy Form B is an explicit form that sets out specific details of authorization;
- Proxy Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, the Company has enclosed Proxy Form B. with this invitation. Shareholders can download Proxy Form A, Form B and Form C from the Company's website at <http://investor.vgi.co.th/en/downloads/shareholders-meeting>

The appointment of proxy can be done as follows:

1. Shareholders (other than shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) may choose to use Proxy Form A or Form B. In any case, only one type of the proxy forms may be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each agenda item;
2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository may choose Proxy Form A, Form B or Form C. In any case, only one type of the proxy forms can be chosen;
3. A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately;
4. The shareholders can appoint either one of the Company's independent directors whose profiles set forth in Enclosure 5. If the shareholders appoint the Company's director as their proxies, we recommend that the shareholders shall use Proxy Form B attached herewith and instructed their voting intention in each agenda. For an efficiency of document verification, the Company kindly requests all shareholders to submit the complete proxy form and the relevant documents required for attendance registration to the Company using a business reply envelope enclosed herewith (no postal stamp required) or send them directly to the following address by **Monday, 5 July 2021 at 6.00 p.m.:**

Company Secretary Division
VGI Public Company Limited
21 TST Tower, 9th Floor, Viphavadi-Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900

5. A proxy form must be correctly and completely filled in, signed by a grantor and a proxy holder(s), and affixed with THB20 stamp duty, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide duty stamps for those who attend the meeting by proxy; and
6. A proxy holder must present a registration form, a proxy form and other documents for registration to attend the meeting.

Documents for Registration

1. Individual Shareholder

1.1 Attendance in person:

- (a) Notice of Meeting with barcode
- (b) A valid photographic identification document issued by a government agency, e.g., Thai nationality identification card, government identification card, driving license, or a passport. In case there is any change in name or surname, documentary evidence to such effect must also be presented.

1.2 Attendance by proxy:

- (a) A Proxy Form A, or Form B, that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with THB 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;
- (b) A copy of an identification document of the grantor issued by a government agency as referred in Clause 1.1(b), which has been certified as true and correct by the grantor;
- (c) A copy of an identification document of the proxy issued by a government agency as referred in Clause 1.1(b).

2. Juristic Person Shareholder

2.1 Attendance in person by authorized representative(s):

- (a) Notice of Meeting with barcode
- (b) A copy of an identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.1(b);
- (c) A copy of the shareholder's affidavit, issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified true and correct by the authorized representative(s).

2.2 Attendance by proxy:

- (a) Notice of Meeting with barcode
- (b) A Proxy Form A or Form B, that has been correctly and completely filled in, shall be signed by the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy;
- (c) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s);

- (d) A copy of an identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a government agency as referred in Clause 1.1(b), which has been certified as true and correct by such authorized representative(s);
 - (e) An identification document of the proxy issued by a government agency as referred in Clause 1.1(b).
- 3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository:
 - 3.1 Documents from custodian:
 - (a) Notice of Meeting with barcode
 - (b) A Proxy Form C that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB20 duty stamp, which must be crossed out and dated upon appointment of the proxy;
 - (c) A document confirming the license to engage in the custodian business;
 - (d) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);
 - (e) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.1(b), which has been certified as true and correct by such custodian's authorized representative(s);
 - (e) A copy of an identification document of the proxy issued by a government agency as referred in Clause 1.1(b).
 - 3.2 Documents from shareholder:
 - (a) A copy of a power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
 - (b) In the case of an individual shareholder:
 - A copy of an identification document of the shareholder issued by a government agency as referred in Clause 1.1(b), which has been certified as true and correct by the custodian's authorized representative(s).
 - (c) In the case of a juristic person:
 - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause 3.2(a) is empowered to act on behalf of the juristic person, and certified as true and correct by the custodian's authorized representative(s);
 - A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government agency as referred in Clause 1.1(b), which has been certified as true and correct by the custodian's authorized representative(s).

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

The Company reserves the rights to make an exception for any of the documents or evidence above as the Company deems appropriate.



Proxy Form B

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B

อากรแสตมป์
20 บาท
Duty Stamp
of THB20

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Subdistrict

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วิจิไอ จำกัด (มหาชน)
Being a shareholder of VGI Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

Holding a total of _____ shares and having the vote equal to _____ votes as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย ☒
และระบุรายละเอียดของผู้รับมอบฉันทะ
If choosing No. 1 please mark ☒
and provide details of the proxies.

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย ☒
และเลือกกรรมการอิสระคนใดคนหนึ่ง
If choosing No. 2 please mark ☒
and select one of the independent
directors.

☐ 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

☐ รองศาสตราจารย์จารุพร ไวยนันท์ หรือ
Assoc. Prof. Jaruporn Viyanant or

☐ นางมณีภรณ์ สิริวัฒนาวงศ์ หรือ
Mrs. Maneeporn Siriwatanawong or

☐ นายเกียรติ ศรีจอมขวัญ
Mr. Kiet Srichomkwan

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตามเอกสารแนบลำดับที่ 9)

In the case the independent director who is appointed as the proxy holder is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy holder in replacement. (Details of Independent Directors are set out in Enclosure 9)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 8 กรกฎาคม 2564 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563

Anyone of these persons is my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on Thursday, 8 July 2021 at 2:00 p.m., through electronic media (E-AGM).

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

Agenda 1 Message from the Chairman to the Meeting
(ไม่มีการลงคะแนนเสียงในวาระนี้ / No vote casting in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563

Agenda 2 To consider and certify Minutes of the 2020 Annual General Meeting of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และบริษัทย่อย สำหรับรอบปีบัญชี 2563/64 สิ้นสุดวันที่ 31 มีนาคม 2564

Agenda 3 To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2020/21 ended 31 March 2021

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No vote casting in this agenda)

วาระที่ 4 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2563/64 สิ้นสุดวันที่ 31 มีนาคม 2564

Agenda 4 To consider and approve the Company's financial statements for the fiscal year 2020/21 ended 31 March 2021

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

วาระที่ 5 พิจารณานุมัติการจัดสรรกำไรจากผลการดำเนินงานของบริษัทฯ สำหรับรอบปีบัญชี 2563/64 สิ้นสุดวันที่ 31 มีนาคม 2564 และการจ่ายเงินปันผล

Agenda 5 To consider and approve allocation of the Company's operating profit for the fiscal year 2020/21 ended 31 March 2021 and dividend payment

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

วาระที่ 6 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 6 To consider and approve election the directors in replacement of those who retired by rotation

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เลือกตั้งกรรมการทั้งหมด
Elect the entire group of nominated directors

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

☐ เลือกตั้งกรรมการเป็นรายบุคคล
Elect each nominated director individually

1. ชื่อกรรมการ.....นายคีรี กาญจนพาสน์.....

Director's name.....Mr. Keeree Kanjanapas.....

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

2. ชื่อกรรมการ..... รศ. จารุพร ไวยนันท์
Director's name..... Assoc. Prof. Jaruporn Viyanant.....
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ..... นางมณีภรณ์ สิริวัฒนาวงศ์
Director's name..... Mrs. Maneeporn Siriwatanawong.....
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ

Agenda 7 To consider and approve the determination of directors' remuneration

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าสอบบัญชี สำหรับรอบปีบัญชี 2564/65 สิ้นสุดวันที่ 31 มีนาคม 2565

Agenda 8 To consider and approve the appointment of auditors and determination of auditor fee for the fiscal year 2021/22 ended 31 March 2022

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการขยายระยะเวลาการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate)

Agenda 9 To consider and approve the extension of validity period for allocating the Company's newly issued ordinary shares under a general mandate

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 10 To consider other business (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- If the proxy holder does not cast a vote in accordance with my/our instruction specified herein, such vote casting shall be deemed incorrect and is not made on my/our behalf as the shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In the event I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event the meeting considers or passes resolutions in any matters other than those specified above, including in the event there is any amendment or addition of any facts, the proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and cast a vote at the meeting and may not split his/her votes to different proxy to cast a vote separately.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วิจิไอ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันพฤหัสบดีที่ 8 กรกฎาคม 2564 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563

The appointment of proxy by a shareholder of VGI Public Company Limited for the 2021 Annual General Meeting of Shareholders on Thursday, 8 July 2021 at 2:00 p.m., through electronic media (E-AGM).

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ _____ เรื่อง _____
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall cast a vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain



Procedures for Casting Votes

Procedures for Casting Votes

1. One share shall have one vote.
2. A shareholder attending the meeting in person and a proxy holding Proxy Form A or Form B must cast his/her votes in one of the following manners, i.e. approval, disapproval or abstention, and may not split his/her votes in each agenda item.
3. In case that shareholders appointing their proxies have clearly voted for, against or abstained from voting on the respective agenda item, and the Secretary will collect and record such votes for computer processing in advance, with the legal advisor to inspect the counting of votes by proxy, therefore, proxies attending the Meeting would not voting on each agenda in the E-AGM.
4. Shareholders have the time for casting vote within the time specified by the system after the voting on each agenda was announced. And then the results of voting in each agenda are closed, the results of that agenda will announced to the meeting for further acknowledgment.
5. Any shareholders attending the meeting in person and intending to vote against or abstain shall choose the agenda to vote. Then the system will show all 4 voting buttons, as follows: 1. Agree (green) 2. Disagree (red) 3. Abstain (orange) 4. Do not submit vote (blue)

**If selecting "Do not submit vote" or "Abstain", the company will put your votes into the scores determined by the meeting. And, voting may be changed until that agenda ends voting results submission.*
6. Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will allow the shareholders and the proxies to inquire or comment on the issues related to such agenda item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.
 - 6.1 Shareholders or their representatives, entitled to attend the meeting, who intend to inquire or express any opinion, can type the questions in Q&A and submit into the system or can inquire through a teleconference system (VDO Conference) by pressing the raise hand symbol (Raise Hand) and turning on your camera and microphone. When receiving a signal to ask a question, the attendees are required to provide their full name before asking questions every time.
 - 6.2 In case of many questions submitted to the system, the company will select questions as appropriated.
7. Resolutions of the meeting require the following votes:
 - 7.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;
 - 7.2 In other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the Invitation;
 - 7.3 In the case of a tie, vote the chairman of the meeting shall have a casting vote;
 - 7.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
8. The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting in each agenda item.



Articles of Association
in Relation to the Shareholders' Meeting

Articles of Association

Chapter 5 Board of Directors

- Article 15. In carrying out the Company's business operations, the Company shall have a board of directors, consisting of at least five (5) people, and not less than one-half (1/2) of the total number of directors shall reside in Thailand.
- A director does not need to be a shareholder of the Company.
- Article 16. The directors shall be elected at the shareholders' meeting in accordance with the following criteria and procedures:
- (1) Each shareholder shall have one (1) vote for every one (1) share;
 - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one person or several people as a director or directors, but the shareholder cannot split his or her votes in the election of directors; and
 - (3) Those people who receive the highest number of votes shall be elected as directors of the Company, starting with whoever received the largest number of votes and proceeding to whoever received the next largest number of votes, and so forth, until the required number of directors is appointed. In the event of a tie, the chairman of the meeting shall have the deciding vote.
- Article 17. At each annual general meeting of shareholders, one-third (1/3) of the total number of directors shall vacate office. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third (1/3) of the total number of directors shall vacate office.
- A director who vacates his or her office may be re-elected.
- In the first and second years after the registration of the Company, the directors shall vacate office by drawing lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.
- Article 18. Other than for a vacancy by rotation, a director shall vacate office upon:
- (1) death;
 - (2) resignation;
 - (3) lack of qualifications or having prohibited characteristics under the laws governing public company limited and the laws governing securities and exchange;
 - (4) removal by a resolution of the shareholders' meeting under Article 20; or
 - (5) removal by a court order.
- Article 20. The shareholders' meeting may pass a resolution to remove any directors from office prior to retirement by rotation, by a vote of not less than three-fourth (3/4) of the number of shareholders attending the meeting and having the right to vote, and the shares held by them shall, in aggregate, amount to not less than one-half (1/2) of the number of shares held by the shareholders attending the meeting and having the right to vote.
- Article 22. The Company's directors are entitled to receive remuneration from the Company either in the form of rewards, a meeting allowance, a pension, a bonus, or any other kind of benefit in accordance with a resolution of the shareholders' meeting passed by an affirmative vote of at least two-third (2/3) of the total votes of the shareholders attending the meeting. In this regard, remuneration of the directors may be set at a fixed amount, or specific rules for such remuneration may be set, and such rules can be effective for a

certain period of time or perpetually until changed by a resolution of the shareholders' meeting. In addition, the Company's directors are entitled to receive an allowance and any other benefits in accordance with the Company's rules.

The paragraph above does not affect the rights of the Company's directors who are appointed from the officers or employees of the Company to receive remuneration and other benefits in their capacity as the Company's officers or employees.

Article 26. The directors shall perform their duties in compliance with the law, the Company's objectives, and these Articles of Association, as well as with the resolutions of the shareholders' meetings, in good faith and with due care to preserve the interests of the Company.

Article 27. No director shall operate any business which has the same nature as and is in competition with the business of the Company, or become a partner in an ordinary partnership, or become a partner with unlimited liability in a limited partnership, or become a director of any private or public limited companies which has the same nature as and in competition with the business of the Company, either for his or her own benefit or for the benefit of others, unless he or she notifies the shareholders' meeting prior to the resolution appointing him or her is passed.

Article 28. The directors shall notify the Company without delay when they directly or indirectly have any interests in any contract to which the Company is a party, or there is an increase or decrease in the number of shares or debentures of the Company or of the Company's affiliates held by the directors.

Chapter 6

Meetings of Shareholders

Article 31. The board of directors shall arrange an annual general meeting of shareholders to be held within four (4) months of the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the paragraph above shall be called extraordinary general meetings. The board of directors may call such a meeting at any time, as deemed appropriate.

Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold, or shareholders numbering not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold, may submit a request for the board of directors to call an extraordinary general meeting at any time, provided that the reasons for calling such a meeting are clearly stated in the request. The board of directors shall call a shareholders' meeting within one (1) month of the date of receipt of such a request from the said shareholders.

Article 32. In calling a shareholders' meeting, the board of directors shall prepare notice of such a meeting specifying the place, date, time, and agenda of the meeting, and the matters to be proposed to the meeting, together with appropriate details stating clearly whether it is a matter proposed for acknowledgement, for approval, or for consideration, as the case may be, including the opinion of the board of directors on those matters, and the notice shall be disseminated to the shareholders and the registrar at least seven (7) days before the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three (3) days before the date of the meeting for three (3) consecutive days.

The venue of the meeting shall be in the province in which the head office of the Company is located, or such other venue as specified by the board of directors.

Article 33. At a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting at least twenty five (25), or at least one-half (1/2) of the total number of

shareholders, and in either case such shareholders shall hold shares amounting to at least one-third (1/3) of the total number of shares of the Company sold to constitute a quorum.

At any shareholders' meeting, if one (1) hour has passed from the time scheduled for the meeting, and the number of shareholders attending is still inadequate to constitute a quorum as specified in the paragraph above, and if such a shareholders' meeting was called at the request of shareholders, such a meeting shall be canceled. If such shareholders' meeting was not called at the request of shareholders, the meeting shall be called once again, and the notice calling for such a meeting shall be dispatched to shareholders at least seven (7) days before the date of the meeting. At such a subsequent meeting, a quorum is not required.

Article 34. The chairman of the board of directors shall be the chairman of shareholders' meetings. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duties, if there is a vice-chairman, the vice-chairman will be the chairman of the meeting. If there is no such vice-chairman or the vice-chairman cannot perform his or her duties, the shareholders present at the meeting shall jointly elect one of the shareholders present at the meeting as chairman of the meeting.

Article 35. In a shareholders' meeting, a shareholder shall have one (1) vote for every one (1) share. Any shareholder who has any special interests in any matter shall not be entitled to vote on such a matter, save for voting on the election of directors. A resolution of the shareholders' meeting shall require:

- (1) in an ordinary event, a majority vote of the shareholders who attend the meeting and cast their votes. In the event of a tie, the chairman of the meeting shall have an additional, deciding vote.
- (2) in the following events, a vote of at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote:
 - (a) the sale or transfer of the Company's entire business or a substantial part of the Company's business to any person;
 - (b) the purchase or acceptance of any transfer of the business of other private or public limited companies by the Company;
 - (c) the execution, amendment, or termination of any agreement concerning granting a lease of all or a substantial part of the Company's business, the assignment of the management of the Company's business to any other persons, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (d) the amendment of the Memorandum of Association or Articles of Association of the Company;
 - (e) the increase or reduction of the Company's registered capital;
 - (f) the dissolution of the Company;
 - (g) the issue of debentures of the Company; and
 - (h) the amalgamation of the Company with another company.

Article 36. The matters that should be conducted at the annual general meeting of shareholders are as follows:

- (1) to consider and acknowledge the report of the board of directors concerning the business of the Company in the preceding year;
- (2) to consider and approve the balance sheet and the statement of profit and loss;

- (3) to consider and approve the appropriation of profits and the payment of dividends;
- (4) to consider and elect new directors in place of those who are due to retire by rotation;
- (5) to consider and determine the directors' remuneration;
- (6) to consider and appoint an auditor and determine the auditor's remuneration; and
- (7) to consider any other business.

Chapter 7

Accounts, Finances, and Audits

- Article 37. The fiscal year of the Company shall start on April 1 and end on March 31 of each year.
- Article 38. The Company shall prepare and maintain accounts, including auditing the accounts as required by applicable laws, and shall prepare a balance sheet, and a profit and loss statement, at least once every twelve (12) months making up the fiscal year of the Company.
- Article 39. The board of directors shall prepare and maintain the balance sheet, and profit and loss statement, as of the end of the fiscal year, and propose that they be considered and approved at the annual general meeting of shareholders. The board of directors shall ensure that the balance sheet and profit and loss statement are audited by the auditor before being submitted to the shareholders' meeting.
- Article 40. The board of directors shall send the following documents to the shareholders together with the notice calling for the annual general meeting of shareholders:
- (1) copies of the audited balance sheet, and profit and loss statement, together with the auditor's report; and
 - (2) the annual report of the board of directors, as well as other supporting documents.
- Article 41. The auditor of the Company shall not be the Company's director, staff or employee, or hold any position in the Company.
- Article 42. The auditor shall have the authority to examine, during the office hours of the Company, the accounts, documents, and any other evidence relating to revenue and expenditure, including the assets and liabilities of the Company. In this regard, the auditor shall also have the authority to inquire of the Company's directors, staff, employees, or any people holding a position in the Company, and agents of the Company, including asking them to clarify any facts or to deliver documents or evidence in connection with the Company's business operations.
- Article 43. The auditor has a duty to attend every shareholder's meeting which is held to consider the balance sheet, profit and loss statement, and any problem regarding the Company's accounts, in order to explain any matters concerning the auditing of the Company to the shareholders. The Company shall also deliver to the auditor all the reports and documents of the Company which the shareholders are entitled to receive at such a meeting.

Chapter 8

Dividends and Reserves

- Article 44. No dividend shall be paid out of funds other than profits. If the Company has incurred a loss, no dividend shall be paid.
- Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, except where the Company issues preference shares and

stipulates the preference shares to receive dividends differently from that for ordinary shares. The payment of dividends shall be approved by a shareholders' meeting.

The board of directors may, from time to time, pay to the shareholders interim dividends, as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders regarding the payment of interim dividends at the next meeting of shareholders.

The dividend payment shall be made within one (1) month of the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing, and notice of the dividend payment shall be published in a newspaper for at least three (3) consecutive days.

Article 45. The Company shall place at least five (5) percent of its annual net profit less any accumulated losses carried forward to a reserve fund, until the reserve fund reaches at least ten (10) percent of the registered capital.



QR Code User Procedure for Downloading Invitation to the
2021 Annual General Meeting of Shareholders, Annual
Report 2020/21 (56-1 One Report) and other documents

QR Code User Procedure for Downloading Invitation to the 2021 Annual General Meeting of Shareholders, Annual Report 2020/21 (56-1 One Report) and other documents

The Stock Exchange of Thailand (the “SET”), by Thailand Securities Depository Company Limited, as share registrar, has developed the system for companies that are listed in the SET to deliver the shareholders’ meeting related documents in an electronic format via QR Code so that the shareholders will be able to access the information conveniently and instantly. **Thus, the shareholders may download the Invitation to the 2021 Annual General Meeting of Shareholders and the Annual Report 2020/21 (56-1 One Report) via QR Code, which is displayed in the Notification of Meeting, by following the process below:**

❖ For iOS Operating System

- 1) Turn on the camera on your mobile phone
- 2) Scan the QR Code (point your camera to the QR Code)
- 3) The notification will appear on top of the screen. Click on the message to see the Invitation to the Annual General Meeting of Shareholders and other relevant documents

Remark: In case no notification appeared on your mobile phone, the shareholder may scan the QR Code from other application which contains QR Code reading function, e.g. QR Code Reader, LINE or Facebook.

❖ For Android Operating System

- 1) Open LINE application
- 2) Select “add friend”
- 3) Select “QR Code”
- 4) Scan the QR Code (point your camera to the QR Code)

Remark: Furthermore, the shareholder may scan the QR Code from other application which contains QR Code reading function, e.g. QR Code Reader, LINE or Facebook.



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