



**Invitation to the 2022 Annual  
General Meeting of Shareholders**  
**VGI Public Company Limited**

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**Tuesday, 19 July 2022 at 2.00 p.m.**

At Surasak Ballroom, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn Bangkok  
No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok

## Privacy Policy for the Shareholders' Meeting of

### VGI Public Company Limited

VGI Public Company Limited (the "**Company**", "**we**", "**us**", or "**our**") recognizes the importance of the protection of personal data. We follow security procedures when collecting, using, and/ or disclosing your Personal Data (as defined below).

This privacy policy ("**Privacy Policy**") explains how we collect, use, and/or disclose Personal Data relating to you, who might be a shareholder, a proxy, a custodian or a person authorized to act on behalf of a juristic shareholder, for the meeting of shareholders/securities holders of the Company.

From time to time, we may change and/or update this Privacy Policy. We will provide additional notice of significant changes and/or updates. We will post the date on which our Privacy Policy was last updated at the bottom of the Privacy Policy. We encourage you to read this Privacy Policy carefully and to check Privacy Policy regularly to review any changes and/or updates we might take in accordance with the terms of this Privacy Policy.

#### 1. **What personal data we collect**

For the purposes of this Privacy Policy, "**Personal Data**" means any identifiable information, directly or indirectly, as listed below.

We may directly or indirectly collect your Personal Data from other sources. For example, we may directly collect your Personal Data (e.g., when you interact through our online platforms, our website or mobile application, communication through email, telephone, questionnaires, business cards, postage, during meetings and events, meeting with you, or from a source in the system, central drive/database of the Company or transport software and/or electronic files).

In addition, we may indirectly collect your Personal Data, e.g., from securities depository, or public sources (e.g., online social media and website of third parties or relevant governmental agencies). The specific types of Personal Data collected will depend on the relationship which you have with the Company or the BTS Group Companies. The followings are example of Personal Data that may be collected:

- 1) **Personal details**, such as name-surname, gender, nationality, occupation, date of birth, marital status, picture, photo, voice records, signature, national identification card number, passport number, tax identification number, civil servant identification number, certificate of registration of juristic person, business license letter (e.g., custodian), including information on driver's license or any other card issued by government agencies, details of shareholding/securities (e.g. securities issuing company, number of shares held, number, type, percentage of holding), details of proxy (name, address of the proxy, name of independent directors of the Company), information on the resolution of the meeting (e.g., the exercise of your right to vote in each agenda as agree, disagree or abstain), and/or the amount of dividends;
- 2) **Contact details**, such as address, telephone number, mobile number and/or email address;
- 3) **Financial details**, such as bank account details (e.g., account name, account number, bank name, swift number, account address), and/or details of relevant agreements, such as Share Purchase Agreement;

- 4) **Sensitive data**, such as health information (for screening and controlling communicable diseases or epidemics).

We will only collect, use, and/or disclose sensitive data on the basis of your explicit consent or where permitted by law.

If you provide Personal Data of any third party (such as father, mother, spouse, children, or emergency contact) to us, e.g., name-surname, address, relationship, contact details, and related documents, you represent and warrant that you have the authority to do so by (i) informing such other persons about this Privacy Policy; and (ii) obtaining consents (where required by law or necessary) to permit us to use such Personal Data in accordance with this Privacy Policy.

## 2. **Why we collect, use and/or disclose personal data**

In addition to obtaining your consent where required by law, we may also rely on (1) contractual basis, for our initiation or fulfilment of a contract with you; (2) legal obligation, for the fulfilment of our legal obligations; (3) legitimate interest, for the purpose of our legitimate interests and the legitimate interests of third parties. We will balance the legitimate interest pursued by us and any relevant third party with your interest and fundamental rights and freedoms in relation to the protection of your Personal Data; (4) vital interest, for preventing or suppressing a danger to a person's life, body or health; (5) public interest, for the performance of a task carried out in the public interest or for the exercising of official authorities; or other legal grounds permitted under applicable data protection law (as the case may be). Depending on the context of the interactions with us, we may collect, use and/ or disclose Personal Data for the following purposes:

- 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; and
- 9) protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be), such as to control communicable diseases or epidemics.



In the event that it is necessary for the Company to collect Personal Data in order to comply with a law or contract, or to enter into a contract with you, and 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. To whom we may disclose personal data**

The Company may disclose your Personal Data to securities depository, service providers (such as registration system and vote counting service companies), consultants, law enforcement agencies, courts, government officials, government agencies and relevant regulators.

### **4. Cross-border transfers of personal data**

The Company may disclose or transfer your personal data to overseas countries with or without a personal data protection standard that is equivalent to that of Thailand. In such case, the Company shall ensure that the appropriate procedures required by the law shall be undertaken.

### **5. How long do we keep 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. Cookies and how they are used**

If you visit our websites, we will gather certain information automatically from you by using tracking tools and cookies (including, but not limited to, Google Tag Manager, Google Analytics, Hotjar, Matomo, Zendesk, Facebook Pixel Analytics, Facebook Ad Manager, and Google Cloud). Cookies are tracking technologies which are used in analyzing trends, administering our websites, tracking users' movements around the websites, or to remember users' settings. Some of the cookies are necessary because otherwise the site is unable to function properly. Other cookies are convenient for the visitors and they remember your username in a secure way as well as your language preferences.

Most internet browsers allow you to control whether or not to accept cookies. If you reject cookies, your ability to use some or all of the features or areas of our websites may be limited. Please see our Cookies Policy for more details at <https://www.vgi.co.th/cookie-policy/>

### **7. Data security**

As a way to protect personal privacy of your Personal Data, we maintain appropriate security measures, which include administrative, technical and physical safeguards in relation to access control, to protect the confidentiality, integrity, and availability of Personal Data against any accidental or unlawful or unauthorized loss, alteration, correction, use, disclosure or access, in compliance with the applicable laws.

For additional details on the Company's data security, please see our full privacy policy at <https://www.vgi.co.th/privacy-policy/>

### **8. Your rights as a data subject**

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to, to obtain a copy of your personal data, to request the Company to disclose how your personal data is acquired 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. You 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 laws concerning personal data protection, you may lodge a complaint to the relevant authority as prescribed by law.

#### **9. Our contact details**

Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please kindly contact our Data Protection Officer (DPO) at

**Data Protection Officer (DPO)**

VGI Public Company Limited  
21 TST Tower, 9<sup>th</sup> Floor, Viphavadi-Rangsit Road,  
Chomphon, Chatuchak, Bangkok 10900  
Telephone number: +66 2273 8884 ext. 147  
Email: dpo@vgi.co.th

This Privacy Policy shall become effective as from 1 June 2022.

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(English translation)

Ref. No. VGI.CSC.GL.22.18

17 June 2022

**Subject:** Invitation to the 2022 Annual General Meeting of Shareholders

**To:** Shareholders  
VGI Public Company Limited

- Enclosures:**
1. Document for Agenda Item 2: Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022
  2. Document for Agenda Item 3, 4, 7: Annual Report 2021/22 (56-1 One Report) and Sustainability Report 2021/22 in QR Code format
  3. Document for Agenda Item 6: Profiles of Candidates Nominated for Election as Directors
  4. Document for Agenda Item 8: Profiles and Professional Experiences of Auditors from EY Office Limited
  5. Document for Agenda Item 9: Capital Increase Report Form (F53-4)
  6. Guidelines for Appointment of Proxy, Registration, Documents for Registration, and Vote Casting and Counting
  7. Profiles of Independent Directors for Proxy Appointment
  8. Proxy Form B  
**Remark:** Shareholders can download proxy Form A, Form B and Form C from the Company's website at <https://investor.vgi.co.th/en/shareholders-information/shareholder-meetings>
  9. Articles of Association Relating to the Shareholders' Meeting
  10. Registration Form (Please bring this document to present on the meeting date)
  11. Measures and Guidelines for the Attendees of the 2022 Annual General Meeting under the Pandemic Situation of COVID-19 and COVID-19 Screening Form for the Annual General Meeting of Shareholders for the year 2022
  12. QR Code User Procedure for Downloading Invitation to the 2022 Annual General Meeting of Shareholders, Annual Report 2021/22 (56-1 One Report) and other documents
  13. Map of the Meeting Venue

The Board of Directors' Meeting of VGI Public Company Limited (the "**Company**") resolved to convene the 2022 Annual General Meeting of Shareholders on Tuesday, 19 July 2022 at 2:00 p.m. at Surasak Ballroom, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, 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.

**VGI PUBLIC COMPANY LIMITED**

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www.vgi.co.th  
Registration Number 0107555000066

**Agenda 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**

**Facts and reasons:** It is deemed appropriate to propose that the shareholders' meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 4 March 2022 as detailed in Enclosure 1.

**Opinion of the Board of Directors:** The Board of Directors viewed that the Extraordinary General Meeting of Shareholders No. 1/2022 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 2021/22 ended 31 March 2022**

**Facts and reasons:** The shareholders' meeting is proposed to acknowledge the performance of the Company and its subsidiaries for the fiscal year 2021/22 ended 31 March 2022 as appeared in Section 3.2 "2021/22 Financial Review" of the Annual Report 2021/22 (56-1 One Report) as detailed in Enclosure 2.

**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 2021/22 ended 31 March 2022.

**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 2021/22 ended 31 March 2022**

**Facts and reasons:** The shareholders' meeting is proposed to approve the Company's financial statements for the fiscal year 2021/22 ended 31 March 2022 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 2021/22 (56-1 One Report) as detailed in Enclosure 2, 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	
	2022	2021 (Restated)
Total assets (THB million)	40,848.30	20,983.42
Total liabilities (THB million)	10,865.59	3,920.17
Total shareholders' equity (THB million)	29,982.71	17,063.25
Total income (THB million)	4,426.15	3,242.01
Net profit (Loss) – a portion attributable to equity holders of the Company (THB million)	-120.26	979.77
Earnings (Loss) per share – a portion attributable to equity holders of the Company (THB per share)	-0.01	0.11



**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 2021/22 ended 31 March 2022 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 the allocation of the Company's operating profit for the fiscal year 2021/22 ended 31 March 2022 and the 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 2021/22 ended 31 March 2022 (during 1 April 2021 - 31 March 2022), the Company had net profit after corporate income tax according to the Company's standalone financial statements in the total amount of THB482.92 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 2021/22 ended 31 March 2022 at the rate of THB0.040 per share (4 Satang per share), in the total amount of not exceeding THB429.31 million, equivalent to 89 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 14 March 2022, the Company allocated the operating profit for the first 6 months ended 30 September 2021 for the interim dividends at the rate of THB0.020 per share (2 Satang per share) in the total amount of THB172.20 million (There were 1,156,400 shares held by the shareholders disqualified to receive such dividends pursuant to the applicable laws). Moreover, the Company has already set aside funds for the legal reserve in the amount of THB43,256,981.05, equivalent to the legal reserve at 10 percent of the Company's registered capital as required by law.

After deducting such interim dividends in the amount of THB172.20 million and the legal reserve in the amount of THB43,256,981.05, there remains the final dividends for the fiscal year 2021/22 ended 31 March 2022 at the rate of THB0.020 per share (2 Satang per share) in the total amount of not exceeding THB257.11 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 2021/22 ended 31 March 2022 and the past 2 years, detailed as follows

Items	Fiscal year ended 31 March		
	2021/22	2020/21	2019/20
Number of shares			
- Interim dividend (million shares)	8,611.17	8,611.17	8,611.17
- Annual dividend (million shares)	Approx. 12,855.52 <sup>(1)(2)</sup>	8,611.17	8,611.17
Cash dividend per share (THB per share)	0.040	0.061	0.061
- Interim dividends (THB per share)	0.020	0.020	0.045
- Annual dividend (THB per share)	0.020	0.041	0.016
Total dividend payout (THB million)	Approx. 429.31 <sup>(3)</sup>	525.26	525.27
Net profit based on the standalone financial statements (THB million)	482.92	732.39	1,054.20
Dividend payout ratio (percent)	89 <sup>(2)</sup>	81	50

**Remarks:**

- (1) On 8 April 2022, the Company has completed the registration of change of the registered paid-up capital from the existing registered paid-up capital of THB861,116,570.80 to THB1,119,451,542 with the Department of Business Development, the Ministry of Commerce.
- (2) The said number of shares is the total sum of the Company's current total issued shares of 11,194.52 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 2022. 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 2022.
- (3) Calculated based on the assumption that the total outstanding of VGI-W2 Warrants are fully exercised on the upcoming exercise date on 30 June 2022.

**Opinion of the Board of Directors:** The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the dividend payment for the fiscal year ended 31 March 2022 as follows:

- 1) To acknowledge the interim dividend payment on 14 March 2022 at the rate of THB0.020 per share (2 Satang per share) or equivalent to the amount of THB172.20 million;
- 2) To acknowledge the allocation of funds as legal reserve in the amount of THB43,256,981.05;
- 3) To approve the Company to pay dividends for the fiscal year ended 31 March 2022 from the net profit pursuant to the standalone financial statements at the rate of THB0.040 per share (4 Satang per share) or equivalent to the total dividend payment in the amount of approximately THB429.31 million; and

- 4) To approve the Company to pay the final dividend at the rate of THB0.020 per share (2 Satang per share) or equivalent to the dividend to be paid in the amount of approximately THB257.11 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 27 July 2022 and dividend payment date on 19 August 2022.

**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 the 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 2022 Annual General Meeting of Shareholders, as follows:

	Name	Position
1)	Mr. Kavin Kanjanapas	Director
2)	Mr. Kong Chi Keung	Director
3)	Mr. Chan Kin Tak	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 2022 Annual General Meeting of Shareholders during 24 December 2021 to 31 March 2022. 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) ("SEA") and relevant notifications. 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 is proposed to consider and approve the re-election of (1) Mr. Kavin Kanjanapas, (2) Mr. Kong Chi Keung, and (3) Mr. Chan Kin Tak 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 3.

**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 the re-election of the

3 candidates, i.e. 1) Mr. Kavin Kanjanapas, (2) Mr. Kong Chi Keung, and (3) Mr. Chan Kin Tak as directors of the Company for another term of office.

**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 the 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 Stock Exchange of Thailand (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 2022/23 detailed as follows:

##### 1) Monetary remuneration

##### 1.1) Fixed remuneration

	Remuneration rates	
	Year 2022/23	Year 2021/22
<b>Monthly remuneration</b>	<b>per month / person</b>	<b>per month / person</b>
<b>Chairman of the Board of Directors</b>	THB80,000	THB80,000
<b>Chairman of the Audit Committee</b>	THB66,700	THB66,700
<b>Vice Chairman of the Board of Directors</b>	THB66,700	THB66,700
<b>Directors</b>	THB40,000	THB40,000
<b>Meeting allowance</b>	<b>per attendance / person</b>	<b>per attendance / person</b>
<b>Board of Directors</b>	None	None
<b>Audit Committee</b>		
Chairman of the Audit Committee	THB20,000	THB20,000
Members of the Audit Committee	THB20,000	THB20,000

	Remuneration rates	
	Year 2022/23	Year 2021/22
<b>Nomination and Remuneration Committee</b>		
Chairman of the Nomination and Remuneration Committee	THB20,000	THB20,000
Members of the Nomination and Remuneration Committee	THB20,000	THB20,000
<b>Corporate Governance Committee</b>		
Chairman of the Corporate Governance Committee	THB20,000	THB20,000
Members of the Corporate Governance Committee	THB20,000	THB20,000
<b>Risk Management Committee</b>		
Chairman of the Risk Management Committee	THB20,000	THB20,000
Members of the Risk Management Committee	None	None
<b>Executive Committee</b>	None	None

- 1.2) Directors' bonus of not exceeding THB2.2 million or in the amount equivalent to 0.5 of the annual cash dividend of the Company to be paid to the Company's shareholders from the Company's operating profits for the fiscal year ended 31 March 2022 (There was no directors' bonus for the previous year).

2) Non-monetary remuneration

- None-

Details of the directors' remuneration paid for the fiscal year 2021/22 ended 31 March 2022 are set forth in Section 6.3 "Key Performances in Corporate Governance" in the Annual Report 2021/22 (56-1 One Report) as detailed in Enclosure 2.

**Opinion of the Board of Directors:** The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the 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 the appointment of auditors and determination of auditor fee for the fiscal year 2022/23 ended 31 March 2023**

**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 2022/23 ended 31 March 2023, to review and give opinion on the Company's financial statements:

- 1) Mr. Pornanan Kitjanawanchai, Certified Public Accountant No. 7792 (who signed the Company's financial statements for the fiscal year 2020/21 ended 31 March 2021 and the fiscal year 2021/22 ended 31 March 2022); and/or
- 2) Ms. Siraporn Ouaanunkun, 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
- 3) Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523 (who has never signed the Company's financial statements).

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 7 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 4**.

The Board of Directors, by recommendation of the Audit Committee, considered the audit fee for the fiscal year 2022/23 ended 31 March 2023 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 2022/23 ended 31 March 2023 in the amount not exceeding THB3.10 million, increasing by THB0.15 million, or equivalent to 5.1 percent, from the fee paid in the preceding year, as a result of an increase in scope of work of the auditors. 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 2022/23 ended 31 March 2023 (THB million)	Fiscal year 2021/22 ended 31 March 2022 (THB million)
Fee for reviewing quarterly financial statements	1.10	1.10
Fee for auditing annual financial statements	2.00	1.85
<b>Total audit fee</b>	<b>3.10</b>	<b>2.95</b>

The said audit fee for the fiscal year 2021/22 excluded the non-audit fee paid by the Company and its subsidiaries to EY Office Limited in the amount of THB0.7 million and EY Corporate Advisory Services Company Limited in the amount of THB6.0.

The Company would like to inform you of the appointment of the auditors from EY Office Limited as the auditors of the Company's 12 subsidiaries for the fiscal year 2022/23 ended 31 March 2023.

**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 Suntiasvaraporn as the Company's auditors for the fiscal year 2022/23 ended 31 March 2023 and

the determination of the audit fee of the Company in the amount of not exceeding THB3.10 million, and acknowledge the 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 the increase of the Company's registered capital under the general mandate by THB55,972,577.10 from the existing registered capital of THB1,553,616,188.20 to THB1,609,588,765.30 by issuing up to 559,725,770 ordinary shares, with a par value of THB0.10 per share, to be offered through a private placement

**Facts and reasons:** The Company would like to raise additional funds for its business operation and expansion. The shareholders' meeting is proposed to consider and approve the increase of the Company's registered capital under a general mandate by THB55,972,577.10 (or equivalent to 5 percent of the Company's paid-up capital), from the existing registered capital of THB1,553,616,188.20 to THB1,609,588,765.30, by issuing 559,725,770 newly issued ordinary shares, with a par value of THB0.10 per share, to be offered through a private placement, as detailed in Capital Increase Report (F53-4) Enclosure 5.

**Opinion of the Board of Directors:** The Board of Directors considered reasons, necessity, proceeds utilization plan, reasonableness in relation to the capital increase and impacts that may occur to the Company as a result of the increase of the Company's registered capital under a general mandate and viewed that the increase of the Company's registered capital under a general mandate would enhance flexibility and diverse fundraising options of the Company to accommodate its proceeds utilization plan in the future. In this respect, in consideration of benefits and impacts to Company's business operation, the Board of Directors viewed that the capital increase is necessary and appropriate.

With the foregoing reasons, the shareholders' meeting is proposed to approve the increase of the Company's registered capital under a general mandate by THB55,972,577.10 (or equivalent to 5 percent of the Company's paid-up capital), from the existing registered capital of THB1,553,616,188.20 to THB1,609,588,765.30, by issuing 559,725,770 newly issued ordinary shares, with a par value of THB0.10 per share, to be offered through a private placement.

In the event the Company's directors fail to perform his/her duties with honesty and due care for the best interest of the Company concerning the capital increase which causes damage to the Company, a shareholder may file a lawsuit against the Company's directors to claim for damages in reliance on Section 85 of the PLCA. Moreover, if such failure results in the director or any of his/her related persons obtaining undue benefits, a shareholder may file a lawsuit against such director for restitution on behalf of the Company pursuant to Section 89/18 of the SEA.

**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 and approve the amendment to Clause 4. of the Company's Memorandum of Association to reflect the increase of the Company's registered capital under the general mandate

**Facts and reasons:** To reflect the increase of the Company's registered capital under general mandate as detailed in Agenda 9 above, the shareholders' meeting is proposed to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association by cancelling the former wordings and adopting the following wordings in replacement thereof:

"Clause 4	Registered capital	THB1,609,588,765.30	(One billion six hundred nine million five hundred eighty-eight thousand seven hundred sixty-five Baht and three Satang)
	Divided into	16,095,887,653 shares	(Sixteen billion ninety-five million eight hundred eighty-seven thousand six hundred and fifty-three shares)
	Par value per share	THB0.10	(Ten Satang)
	Divided into:		
	Ordinary shares	16,095,887,653 shares	(Sixteen billion ninety-five million eight hundred eighty-seven thousand six hundred and fifty-three shares)
	Preferred shares	- shares	( - )"

In this regard, it is proposed to delegate authority to person(s) designated by the Board of Directors to register the amendment to the Company's Memorandum of Association with the Department of Business Development, to amend or add wordings in accordance with instructions of the registrar.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the amendment to Clause 4. of the Company's Memorandum of Association to reflect the increase of the Company's registered capital under the general mandate and the delegation of authority to the person(s) designated by the Board of Directors to register the amendment to the Company's Memorandum of Association with the Department of Business Development to amend or add wordings in accordance with instructions of the registrar.

**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 11 To consider and approve the allocation of the Company's newly issued ordinary shares of the Company**

**Facts and reasons:** As the Company is increasing its registered capital under a general mandate to accommodate the offering of the Company's newly issued ordinary shares through a private placement as detailed in Agenda 9 above, the shareholders' meeting is proposed to consider and approve allocation of up to 559,725,770 newly issued ordinary shares, with a par value of THB0.10 per share, to be offered through the private placement 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 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, via 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 a private placement pursuant to the increase of its registered capital under a 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 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. Tor Chor. 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 5**.

**Opinion of the Board of Directors:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocation of up to 559,725,770 newly issued ordinary shares of the Company to accommodate the offering of shares via a private placement pursuant to the increase of the Company's registered capital under the general mandate as detailed above, and the delegation of authority to the Board of Directors to undertake any actions necessary for the allocation of the Company's newly issued ordinary shares as deemed appropriate.

**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 12 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 compliance with the principles of good corporate governance, the Company invited the shareholders to propose agenda items for the 2022 Annual General Meeting of Shareholders during the period from 24 December 2022 until 31 March 2022 as per the details published on SET's website and the Company's website on 24 December 2022. Nonetheless, no shareholder proposed any agenda item for this meeting.

The 2022 Annual General Meeting of Shareholders will be convened under the pandemic situation of COVID-19 ("COVID-19"). The Company is deeply concerned for the health and safety of its shareholders and other participants who will attend the 2022 Annual General Meeting of Shareholders. The Company therefore has determined the Measures and Guidelines for the Attendees of the 2022 Annual General Meeting under the Pandemic Situation of COVID-19 in compliance with the disease control measures set out by the government authorities in order to prevent and minimize the risk of transmission of COVID-19. For the shareholders and/or proxies who wish to attend the meeting please study the Measures and Guidelines for the Attendees of the 2022 Annual General Meeting under the Pandemic Situation of COVID-19 as detailed in **Enclosure 11**. The Company kindly request for strict compliance in relation thereto.

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 7** and use Proxy Form B enclosed herewith in **Enclosure 8** or the shareholders can download Proxy Form A, Form B or Form C from the Company's website at <https://investor.vgi.co.th/en/shareholders-information/shareholder-meetings>, 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 Thursday, 14 July 2022**:

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

In addition, the Company encourages the shareholders to submit questions that are relevant to the agenda of the 2022 Annual General Meeting of Shareholders in advance before the meeting date. In this regard, please send the questions together with the contact details, i.e. name, address, telephone number, and email address (if any), to the Company Secretary via email at [companysecretary@vgi.co.th](mailto:companysecretary@vgi.co.th) or via registered mail to the Company Secretary Division at the Company's address as detailed above.

In this regard, registration will be open for shareholders and/or proxies from 12.00 p.m. on the meeting date onwards. Since the Company will use the barcode system for the registration and vote count at the meeting, the shareholders and/or proxies are requested to bring the Registration Form set forth in **Enclosure 11** on the meeting date. The registration procedures and documents that are required to be presented on the meeting date, as well as the vote casting and meeting procedures are as set out in **Enclosure 6**. The Company will conduct the meeting in accordance with the meeting procedures and the Company's Articles of Association as per **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 2021/22 (56-1 One Report) in electronic format via QR Code. If any shareholders wish to obtain the Annual Report 2021/22 (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 9 June 2022.
- 3) For any queries concerning the 2022 Annual General Meeting of Shareholders, please contact the Company Secretary Division at telephone no. 0 2273 8884 ext. 556.





Minutes of the Extraordinary General Meeting  
of Shareholders No. 1/2022,  
held on 4 March 2022

(English translation)

## Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

VGI Public Company Limited

4 March 2022

### Date, Time and Venue

The Extraordinary General Meeting of Shareholders No. 1/2022 (the “**Meeting**”) of VGI Public Company Limited (the “**Company**”) was held on Friday, 4 March 2022 at 2.00 p.m. at Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok and through electric media according to the Emergency Decree on Electronic Meeting B.E. 2563.

### Preliminary Proceeding

Mr. Keeree Kanjanapas, the Chairman of the Board of Directors, presided over the Meeting (the “**Chairman**”) and Ms. Prispakorn Pangwiphat, 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 9 February 2022, the date on which the Company determined the list of shareholders entitled to attend the Meeting (Record Date), the Company had 19,249 shareholders in total, comprising of Thai nationals of 19,164 shareholders, holding 7,265,872,286 shares, equivalent to 84.38 percent of the Company’s total issued shares, and foreign nationals of 85 shareholders, holding 1,345,293,422 shares in aggregate, equivalent to 15.62 percent of the Company’s total issued shares.

There were 1,331 shareholders present at the Meeting in person and by proxy, holding 3,751,412,061 shares in aggregate, representing 43.57 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:

**VGI PUBLIC COMPANY LIMITED**

9/F, TST Tower, 21 Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Thailand, Tel: +66 (0)2 273 8884, Fax: 66 (0)2 273 8883  
www.vgi.co.th

Registration Number 0107555000066

**Directors presented 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
Mr. Kiet Srichomkwan	Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee
Mr. Pisit Serewiwattana	Independent Director / Member of the Audit Committee / Chairman 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 presented 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
Mrs. Pitchapaksorn Jitopas	Billing and Accounting Director

## **Advisors presented at the Meeting**

Ms. Voraluck Worachuttharn

Legal advisor from BTS Group Holdings Public Company Limited

Mr. Paradorn Leosakul

Legal advisor from The Capital Law Office Limited

The Secretary informed the Meeting that to promote good corporate governance, Ms. Thitapa Ruethaisavad, a representative from The Capital Law Office Limited, was invited to witness the vote counting procedure at the Meeting and to ensure that the Meeting complied with the legal requirements.

The Secretary then went on to inform that the Company used a barcode system and online system for registration and vote calculation and informed the Meeting of the voting rules and vote calculation methods in the Meeting according to the details specified in the invitation to the Meeting. The Secretary also informed the Meeting that, prior to casting the votes for each agenda item, the Company will provide an opportunity for shareholders to submit queries or express opinions related to such agenda item, as appropriate. If it is a matter that is not related to the aforementioned agenda, the shareholders shall be asked to seek questions or express opinions on the agenda to consider other matters.

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

### **Agenda 1      Message from the Chairman to the Meeting**

The Chairman welcomed and thanked all of the shareholders for taking the time to attend this Extraordinary General Meeting of Shareholders No. 1/2022. The today's meeting was a blended meeting of attending at meeting venue (Physical) and attending through electronic media (E-EGM) to reduce congestion and facilitate shareholders in the situation of the COVID-19 pandemic, which is more intense.

For the previous performance and progress of the Company, the Chairman informed the Meeting that although the situation of the COVID-19 pandemic had a significant negative impact on the Company's business, the Company has adjusted its strategy and continued to follow its business plan. In the past year, the Company established Rabbit Cash Company Limited, which is a collaboration with AEON Thana Sinsap (Thailand) Public Company Limited ("**AEONTS**"), a retail lending service provider, and Humanica Public Company Limited, a human resource service provider, to penetrate the digital lending business. In addition, the Company also saw the opportunity to expand the business into the distribution business, which will be a key puzzle piece that helps enhancing the Company's O2O (Offline-to-Online) Solutions service to be more comprehensive. Therefore, the Company has invested in Fanslink Communication Co., Ltd. ("**Fanslink**"), a leading brand importer from China, which mainly sells through online channels. The Company also invested in Jay Mart Public Company Limited ("**JMART**"), a retailer and wholesaler of mobile phones and accessories, which mainly operates through offline channels. The Company believes that such investments will cause synergy. Additionally, the meeting of the Board of Directors recently approved the Company's acquisition of shares in Nation International Edutainment Public Company Limited ("**NINE**"), equivalent to approximately 60 percent.

And the Company will enter into a contract granting the right to manage commercial areas on 31 Skytrain stations to NINE, which NINE plans to transform such commercial areas on the Skytrain station, which is the Company's concession area, to be up to date. The Company expects that the project will enhance the revenue from the commercial area management business and the advertising media business as a whole.

Subsequently, the Chairman clarified the pride in the past year. The Company continued to adhere to business practices that continually pay attention to economic, social, and environmental impacts even in times of crisis. The Company won awards from various business institutions, such as being named a sustainability company from the S&P Global Sustainability Awards, the world's leading rating agency. The Company is at the Member level published in The Sustainability Yearbook 2022, which confirms that the Company's business operations focus on environmental issues, uplifting the quality of life for people in society, and always strive to conduct business in accordance with good corporate governance. In addition, the Company has received awards from Thailand's Top Corporate Brand 2021 for 5 consecutive years as well as the Outstanding Investor Relations Awards or the Outstanding Investor Relations Awards, etc.

Lastly, the Company would like to thank everyone for their continuous trust and support, and the Chairman would like to encourage all shareholders to fight this crisis together and keep their health safe.

**Remark:** This agenda item is for acknowledgment and no vote casting is required. The Chairman then assigned the Secretary to act as the moderator of the meeting.

**Agenda 2      To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders**

The Secretary informed the Meeting that the Company has prepared the minutes of the 2021 Annual General Meeting of Shareholders held on 8 July 2021 within 14 days from the date of the Meeting, and the copies thereof were submitted to the Stock Exchange of Thailand (the "SET") and the Ministry of Commerce in the timely manner as required by laws and published on the website of the Company. The details of which are as set out in the copy of the Minutes of the 2021 Annual General Meeting of Shareholders (**Enclosure 1**), which has been delivered to the shareholders together with the invitation to the Meeting.

The Secretary gave the shareholders an opportunity to express opinions and make inquiries in relation to the minutes of the 2021 Annual General Meeting of Shareholders. However, no shareholder expressed any opinion or made any inquiry. The Secretary, therefore, requested the Meeting to cast the votes to certify the minutes of this agenda item.



**Resolution:** The Meeting considered and resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders held on 8 July 2021, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	4,471,978,406	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void ballot(s)	0	0.0000
<b>Total (1,343 persons)</b>	<b>4,471,978,406</b>	<b>100.0000</b>
<b>Remark:</b> The resolution for this agenda item required a simple majority vote of the shareholders attending the meeting and casting their votes, <u>excluding</u> abstentions from the calculation base.		

**Agenda 3** To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company No. 3 (VGI-W3) of up to 2,583,349,712 units, to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost

The Secretary informed the Meeting that as the Company has an intention to issue and offer the newly issued ordinary shares to the existing shareholders of the Company on a Right Offering, including the issuance and allocation of the warrants to purchase ordinary shares of the Company No. 3 (VGI-W3) (the “**Warrants**” or “**VGI-W3 Warrants**”) to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, at a ratio of 1 newly issued ordinary share per 1 unit of the VGI-W3 Warrants. This is to prepare and increase the financial strength of the Company and increase financial flexibility for business expansion and/or additional investments of the Company in the future, including using it as working capital of the Company in conducting business when the warrants are exercised to purchase the Company’s newly issued ordinary shares in accordance with the warrants.

Therefore, it is deemed appropriate to propose that the shareholders’ meeting consider and approve the issuance and allocation of not exceeding 2,583,349,712 units of the VGI-W3 Warrants, to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, at a ratio of 1 newly issued ordinary share per 1 unit of the VGI-W3 Warrants. The term of the VGI-W3 Warrants shall be 5 years from the issuance date and the first exercise date of the VGI-W3 Warrants will be on 31 March 2023. In this regard, 1 unit of the VGI-W3 Warrants will be entitled to purchase 1 newly issued ordinary share and the exercise price to purchase the newly issued ordinary shares under the VGI-W3 Warrants is THB 11.90 per share. In this regard, key features of the Warrants, e.g., events that requires the rights adjustment and other significant details are as set out in the Key Features of the VGI-W3 Warrants (**Enclosure 3**), which has been delivered to the shareholders together with the invitation to the Meeting.

Furthermore, it is deemed appropriate to propose that the Meeting consider and approve the authorisation of the Board of Directors and/or the Executive Committee and/or any person(s) designated by the Board of Directors or the Executive Committee to undertake actions and determine any details necessary for and relevant to the issuance and allocation of the VGI-W3 Warrants long as it shall not violate or contradict with the notifications and regulations of the Office of the Securities and Exchange Commission, including, but not limited to, undertake the following actions: (a) allocating the newly issued ordinary shares and the VGI-W3 Warrants, determining other necessary terms and conditions which are deemed appropriated in relation to such issuance and allocation of the VGI-W3 Warrants, e.g., issuance date, details of allocation, allocation method, offering period, expiration date of the exercise of rights; (b) negotiating, agreeing, entering into, and signing any agreements and/or documents necessary for and relevant to such issuance and allocation of the VGI-W3 Warrants, including amending such agreements and documents, as well as considering appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary); (c) signing applications, waivers, notices, as well as any documents relevant to such issuance and allocation of the VGI-W3 Warrants, including contacting and filing applications or waivers, registering the paid-up capital and filing any other documents with the officers or representatives of any relevant agencies, as well as listing such VGI-W3 Warrants on the SET; and (d) undertaking any other actions necessary for and relevant to such issuance and allocation of the VGI-W3 Warrants.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries in relation to the issuance and allocation of the VGI-W3 Warrants. However, no shareholder expressed any opinion or made any inquiry. The Secretary, therefore, requested the Meeting to cast the votes to approve this agenda item.

**Resolution:** The Meeting considered and resolved to approve the issuance and allocation of not exceeding 2,583,349,712 units of the VGI-W3 Warrants, to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, at a ratio of 1 newly issued ordinary share per 1 unit of the VGI-W3 Warrants and the delegation of power to the Board of Directors and/or the Executive Committee and/or any person(s) designated by the Board of Directors or the Executive Committee to undertake actions and determine any details necessary for and relevant to the issuance and offering of the VGI-W3 Warrants, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	4,450,350,706	99.5163
Disapprove	21,627,700	0.4836
Abstain	0	-
Void ballot(s)	0	0.0000
<b>Total (1,343 persons)</b>	<b>4,471,978,406</b>	<b>100.0000</b>
<b>Remark:</b> The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, <u>excluding</u> abstentions from the calculation base.		

**Agenda 4** To consider and approve the decrease of the Company's registered capital by THB 42,805,828.50, from the existing registered capital of THB 1,079,752,074.30 to THB 1,036,946,245.80, by cancelling 428,058,285 authorised but unissued shares of the Company, with a par value of THB 0.10 per share

The Secretary informed the Meeting that due to the Company's intention on the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company on a Right Offering basis and allocation of the VGI-3 Warrants to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, as detailed in Agenda 3 above, the Company is required to increase the Company's registered capital. However, as the Company has 428,058,285 of unissued ordinary shares, with a par value of THB 0.10 per share, which are ordinary shares allocated for issuance and offering of shares through a private placement under a general mandate as approved by the 2021 Annual General Meeting of Shareholders on 8 July 2021 and the Company has not allocated such newly issued ordinary shares.

Pursuant to Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLC Act"), a public limited company may increase its registered capital by issuing of new shares, provided that issuance of new shares can be made only after all shares have been issued and paid up. If there is any unissued and paid-up shares, such shares must be the shares that are issued and allocated to accommodate the exercise of convertible debentures or warrants only.

As a result, the Company has to proceed with the decrease of the Company's registered capital of THB 42,805,828.50, from the existing registered capital of THB 1,079,752,074.30 to THB 1,036,946,245.80 by cancelling 428,058,285 unissued shares with a par value of THB 0.10 per share.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries. The shareholders gave opinions and made queries, which were responded by the Chairman, directors, and executives of the Company, as summarised at the end of this agenda. The Secretary then requested the Meeting to cast their votes on this agenda.

**Resolution:** The Meeting considered and resolved to approve the decrease of the Company's registered capital by THB 42,805,828.50, from the existing registered capital of THB 1,079,752,074.30 to THB 1,036,946,245.80, by cancelling 428,058,285 authorised but unissued shares of the Company, with a par value of THB 0.10 per share, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	4,453,446,896	99.5854
Disapprove	18,536,000	0.4144
Abstain	1,064	0.0000
Void ballot(s)	0	0.0000
<b>Total (1,346 persons)</b>	<b>4,471,983,960</b>	<b>100.0000</b>
<b>Remark:</b> The resolution of this agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, <u>including</u> the abstention in the calculation base.		

### Recommendations / queries / responses

<b>Query</b>	Mr. Sakchai Sakulsrimontri inquired whether the increase of the Company's registered capital under a general mandate, totaling 42 million shares, allocated for private placement issuance, was issued to Thai or foreign nationals and why such shares have not yet been issued.
<b>Response</b>	The Chairman and Mrs. Chitkasem Moo-Ming, Chief Financial Officer (" <b>Mrs. Chitkasem</b> "), jointly informed the Meeting that the Company's registered capital increase under the general mandate is intended to be a reserve fund in times of need and to increase the flexibility of fundraising, which is beneficial to the Company and does not specify the investor's nationality. In the past year, the Company did not need to raise funds through such method.
<b>Query</b>	Mr. Kittiphan Toraphichattrakul (proxy from Thai Investors Association) said that for the capital increased by approximately THB 4,000 million, he understood that the Company intended to use such source of fund to purchase the newly issued ordinary shares of NINE through Point of View (POV) Media Group Limited (" <b>POV</b> "), a subsidiary of the Company. Therefore, he would like to inquire about the payback period from such investment, expected increase of the return on equity ratio, including the opinion of the Audit Committee and the financial advisor (if any).
<b>Response</b>	<p>Mrs. Chitkasem clarified to the Meeting that the additional fund from this capital increase, approximately THB 12,900 million, has the main objective for the expansion of the Company's business to the distribution business., The Company has invested in Fanslink and JMART by using the Company's cash flow together with loans to enter into such transaction. The Company is also investing in NINE through POV, which is a subsidiary of the Company, with the project value approximately THB 3,146 million. The Company initially expects to be able to return the capital within 3 – 4 years. In this regard, the financial advisor is of the view that the reasonable price for POV to invest in NINE are in the range of THB 3.30 – 3.70, therefore, the price at which POV will subscribe for the NINE's newly issued ordinary shares at THB 3.30 is an appropriate and reasonable price.</p> <p>Later, Assoc. Prof. Jaruporn Viyanant, Independent Director and Chairman of the Audit Committee ("<b>Assoc. Prof. Jaruporn</b>") further clarified to the Meeting that the Audit Committee has approved the investments and is of the view that such transactions would be beneficial and does not cause any damage to the Company.</p>

<b>Query</b>	<p>Mr. Siriwat Worawetawut inquired as follows: (1) What percentage of the investment value in NINE? (2) What is the payment schedule of the investment in NINE? (3) What is the subscription price for JMART's shares? And how the said investment will appear in the Company's annual financial statements? (4) How much profit does NINE have? (5) Does NINE pay dividends to the shareholders in the past year?</p> <p>Furthermore, he praised and supported the increase of the Company's registered capital with the view that it will enhance the strength of the Company's financial and business operation, which will also be beneficial to profits and dividend payments.</p>
<b>Response</b>	<p>Assoc. Prof. Jaruporn clarified to the Meeting that the investment in NINE is equivalent to approximately 60 percent of the total issued and sold shares of NINE (such a proportion is calculated under the assumption that the newly issued ordinary shares are issued to the specific investors (Private Placement) and all existing shareholders exercise their rights to subscribe for the newly issued ordinary shares, which are issued and offered to the existing shareholders on Rights Offering basis in full).</p> <p>In addition, Mr. Kavin Kanjanapas, Director and Chairman of the Executive Committee ("Mr. Kavin") clarified that the acquisition of the newly issued ordinary shares in NINE will occur after NINE's shareholders' meeting approves the transaction. In the past, the Company has invested by purchasing JMART's shares, equivalent to approximately 15 percent of the total issued and sold shares of JMART, at a price of approximately THB 30 per share.</p> <p>After that, Mrs. Chitkasem clarified in the part of the operating results in the Company's financial statements that JMART has the status of the Company's associate company. Therefore, the Company will recognise the profit from JMART according to the shareholding proportion. However, the Company has a policy of paying dividends from the separate financial statements only. As for the business overview of NINE for the past year 2021, based on the results that have been disclosed to the public, NINE had a net profit of approximately THB 40 million and earnings per share at a rate of THB 0.12 per share, without paying dividends to NINE's shareholders in the past year.</p>

**Agenda 5      To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital**

The Secretary informed the Meeting that to be in line with the decrease of the Company's registered capital as detailed in Agenda 4 above, it is deemed appropriate to propose that the shareholders' meeting consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company by adopting the following wordings:



Clause 4. Registered capital	1,036,946,245.80 Baht	(One billion thirty-six million nine hundred forty-six thousand two hundred forty-five Baht and eighty Satang)
Divided into	10,369,462,458 shares	(Ten billion three hundred sixty-nine million four hundred sixty-two thousand four hundred fifty-eight shares)
Par value per share	0.10 Baht	(Ten Satang)
Classified into:		
Ordinary shares	10,369,462,458 shares	(Ten billion three hundred sixty-nine million four hundred sixty-two thousand four hundred fifty-eight share)
Preferred shares	- share	(- share)"

Moreover, it is deemed appropriate to propose that the Meeting consider and approve any person designated by the Board of Directors to register the amendment of the Memorandum of Association of the Company with the Department of Business Development of the Ministry of Commerce be authorised to amend and adjust the wordings in line with the registrar's order.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries in relation to the aforementioned amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital. However, no shareholder expressed any opinion or made any inquiry. The Secretary, therefore, requested the Meeting to cast the votes to approve this agenda item.

**Resolution:** The Meeting considered and resolved to approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	7,007,798,996	99.7361
Disapprove	18,536,000	0.2638
Abstain	1,064	0.0000
Void ballot(s)	0	0.0000
<b>Total (1,348 persons)</b>	<b>7,026,336,060</b>	<b>100.0000</b>
<b>Remark:</b> The resolution of this agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, <u>including</u> the abstention in the calculation base.		

**Agenda 6**      To consider and approve the increase of the Company's registered capital by THB 516,669,942.40, from the existing registered capital of THB 1,036,946,245.80 to THB 1,553,616,188.20, by issuing and offering 5,166,699,424 newly issued ordinary shares, with a par value of THB 0.10 per share

The Secretary informed the Meeting that as the Company has an intention to issue and offer the newly issued ordinary shares to the existing shareholders of the Company on a Right Offering basis, and issue and allocate the VGI-W3 Warrants to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, as detailed in Agenda 3 above, it is deemed appropriate to propose that the shareholders' meeting consider and approve the increase of the Company's registered capital by THB 516,669,942.40, from the existing registered capital of THB 1,036,946,245.80 to THB 1,553,616,188.20, by issuing and offering 5,166,699,424 newly issued ordinary shares, with a par value of THB 0.10 per share.

In this regard, details on the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company on a Right Offering basis and the issuance and allocation of the VGI-W3 Warrants are as detailed in the Capital Increase Report Form (F 53-4) (**Enclosure 2**) and the Key Features of Warrants to Purchase Ordinary Shares of VGI Public Company Limited No. 3 (VGI-W3) (**Enclosure 3**), which have been delivered to the shareholders together with the invitation to the Meeting.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries. The shareholders gave opinions and made queries, which were responded by the Chairman, as summarised at the end of this agenda. The Secretary then requested the Meeting to cast their votes on this agenda.

**Resolution:**      The Meeting considered and resolved to approve the increase of the Company's registered capital by THB 516,669,942.40, from the existing registered capital of THB 1,036,946,245.80 to THB 1,553,616,188.20, by issuing and offering 5,166,699,424 newly issued ordinary shares, with a par value of THB 0.10 per share, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	7,004,708,360	99.6921
Disapprove	21,627,700	0.3078
Abstain	0	0.0000
Void ballot(s)	0	0.0000
<b>Total (1,348 persons)</b>	<b>7,026,336,060</b>	<b>100.0000</b>
<b>Remark:</b> The resolution of this agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, <u>including</u> the abstention in the calculation base.		

### Recommendations / queries / responses

<b>Query</b>	Mr. Piyapong Prasartthong inquired if the increase of the Company's registered capital through a general mandate had to be proposed for approval at the next shareholders' meeting and whether or not it is necessary to reduce the registered capital once again.
<b>Response</b>	The Chairman clarified to the Meeting that whether or not the Board of Directors would propose the increase in the Company's registered capital through a general mandate for the shareholders' meeting to consider and approve at the next shareholders' meeting, it is a matter in the future, which the Board of Directors has to consider carefully. If such an agenda has to be proposed, it will have to comply with the procedures required by law.

**Agenda 7      To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital**

The Secretary informed the Meeting that to be in line with the increase of the Company's registered capital as detailed in Agenda 6 above, it is deemed appropriate to propose the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company by adopting the following wordings:

Clause 4. Registered capital	1,553,616,188.20 Baht	(One billion five hundred fifty-three million six hundred sixteen thousand one hundred eighty-eight Baht and Twenty Satang)
Divided into	15,536,161,882 shares	(Fifteen billion five hundred thirty-six million one hundred sixty-one thousand eight hundred eighty-two shares)
Par value per share	0.10 Baht	(Ten Satang)
Classified into:		
Ordinary shares	15,536,161,882 shares	(Fifteen billion five hundred thirty-six million one hundred sixty-one thousand eight hundred eighty-two shares)
Preferred shares	- share	(- share)"

Moreover, it is deemed appropriate to propose that the Meeting consider and approve any person designated by the Board of Directors to register the amendment of the Memorandum of Association of the Company with the Department of Business Development of the Ministry of Commerce be authorised to amend and adjust the wordings in line with the registrar's order.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries in relation to the amendment to the Company's Memorandum of Association. However, no shareholder expressed any opinion or made any inquiry. The Secretary, therefore, requested the Meeting to cast the votes to approve this agenda item.

**Resolution:** The Meeting considered and resolved to approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	7,004,708,360	99.6921
Disapprove	21,627,700	0.3078
Abstain	0	0.0000
Void ballot(s)	0	0.0000
<b>Total (1,348 persons)</b>	<b>7,026,336,060</b>	<b>100.0000</b>
<b>Remark:</b> The resolution of this agenda item requires a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.		

## **Agenda 8 To consider and approve the allocation of the newly issued shares of the Company**

The Secretary informed the Meeting that due to the Company's intention to raise funds from the existing shareholders by issuing and offering the newly issued ordinary shares to the existing shareholders of the Company on a Right Offering basis and allocating the VGI-W3 Warrants to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, as previously mentioned in the Agenda 3 and Agenda 6 above, therefore, it is deemed appropriate to propose that the Meeting consider and approve the allocation of the newly issued shares of the Company, with details as follows:

### **Agenda 8.1 To consider and approve the allocation of 2,583,349,712 newly issued shares, with a par value of THB 0.10 per share to the existing shareholders on Rights Offering basis**

The Secretary informed the Meeting that as the Company would like to issue and offer the newly issued ordinary shares to the existing shareholders on Rights Offering basis, it is deemed appropriate to propose the Meeting consider and approve the allocation of up to 2,583,349,712 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share to the existing shareholders on Rights Offering basis at the allocation ratio of 10 existing ordinary shares to 3 newly issued ordinary shares where any fraction of shares would be rounded down, at an offering price of THB 5 per share, totaling THB 12,916,748,560.

Furthermore, in the case that there are newly issued ordinary shares remaining from the first round of allocation to the existing shareholders on a pro rata basis, the Company shall allocate such remaining shares to the existing shareholders who wish to oversubscribe for such shares. In this respect, the Company shall allocate the shares to the oversubscribing shareholders on a pro rata basis until there are no shares remaining or such number of shares cannot be allocated as it is a fraction of a share or until there is no any of the existing shareholders wish to oversubscribe for such shares, whichever occurs first. Any allocation of shares to the oversubscribing shareholders of the Company shall not cause any shareholder of the Company to hold shares in violation of the foreign limit as specified under the Company's Articles of Association. In addition, in the case that the oversubscription by an existing shareholder of the Company results in shareholding ratio of such shareholder (including any person under Section 258 of the Securities Act B.E. 2535 (1992) (as amended) of such shareholder (if any)) triggering an obligation to make a tender offer, such shareholder must comply with the relevant rules.

Details and conditions of the capital increase of the Company's and the issuance and offering of the Company's newly issued ordinary shares to the existing shareholders on a pro rata basis are as set out in the Capital Increase Report Form (F53-4) (**Enclosure 2**).

In this regard, the Company determined the date for determining the names of shareholders who entitled to subscribe the newly issued shares (Record Date) on 9 February 2022, and the subscription period for the newly issued ordinary shares offered to the Company's existing shareholders from 23 – 25 March 2022 and 28 – 29 March 2022.

In the case where there are shares remaining from the allocation to the existing shareholders who oversubscribe the newly issued ordinary shares, the Company will propose to a shareholders' meeting to consider and approve the decrease of the registered capital by cancelling the newly issued ordinary shares remaining from such offering.

In this regard, it is deemed appropriate to propose that the shareholders' meeting consider and approve the delegation of power to the Board of Directors and/or the Executive Committee and/or any person(s) designated by the Board of Directors or the Executive Committee to consider and determine other details necessary for and relevant to the issuance and offering of the newly issued ordinary shares of the Company the Company's existing shareholders on a Right Offering basis, including but not limited to: (a) allocating the newly issued ordinary shares whether in a single or sequential allocations, determining the period of the offering, payment, conditions and other details in connection with the said issuance and offering of the newly issued ordinary shares; (b) entering into negotiations, making agreements and executing relevant documents and agreements, and undertaking any action relevant to the allocation of the newly issued ordinary shares; (c) executing applications, waivers, and any other documents and evidence necessary for and relevant to the issuance and offering of newly issued ordinary shares, including contacting and submitting such applications, documents and evidence to the competent authorities or relevant agencies, and listing the Company's newly issued ordinary shares on the SET; and (d) undertaking any other actions necessary for and relevant to the issuance and offering of the newly issued ordinary shares as appropriate under the scope authorised by the shareholders' meeting.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries. The shareholders gave opinions and made queries, which were responded by the Chairman, executives, and advisors of the Company, as summarised at the end of this agenda. The Secretary then requested the Meeting to cast their votes on this agenda.

**Resolution:** The Meeting considered and resolved to approve the allocation of up to 2,583,349,712 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share to the existing shareholders on Rights Offering basis and the delegation of power to the Board of Directors and/or the Executive Committee and/or any person(s) designated by the Board of Directors or the Executive Committee to consider and determine other details necessary for and relevant to the issuance and offering of the newly issued ordinary shares of the Company, with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	6,995,708,360	99.5641
Disapprove	30,627,700	0.4358
Abstain	0	-
Void ballot(s)	0	0.0000
<b>Total (1,348 persons)</b>	<b>7,026,336,060</b>	<b>100.0000</b>
<b>Remark:</b> The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, <u>excluding</u> abstentions from the calculation base.		

**Recommendations / queries / responses**

<b>Query</b>	Mr. Piyapong Prasartthong inquired if the increase of the Company's registered capital has an objective to invest in the installation of advertising media in the area of the BTS station of the yellow line and pink line.
<b>Response</b>	The Chairman and Mrs. Chitkasem jointly responded to the Meeting that the objective of the capital from the Company's registered capital increase has covered the investment in installing advertising media in the BTS station area, having the details as described in the Company's Information Memorandum, which has been previously disclosed on the SET's website. In this regard, such investment depends on BTS's business direction in the future.
<b>Query</b>	Mr. Sakchai Sakulsrimontri inquired the following questions related to the VGI-W3 Warrants: (1) How many years are the warrants valid? (2) How many times per year can the shareholders exercise their rights? (3) Are the warrants will be listed as securities on the SET this year or not? (4) When are the first exercise date and the trading period for the shareholders to trade the VGI-W3 Warrants on the SET? (5) Who is the financial advisor? (6) How much is the decrease of the shareholding proportion? (7) What percentage of the total amount of the total issued and allocated VGI-W3 Warrants to the Company's registered capital?

<b>Response</b>	<p>Mrs. Chitkasem clarified to the Meeting that the VGI-W3 Warrant is valid for 5 years from the issuance date and can be exercised on the last business day of every quarter of each calendar year, totaling 4 times per year, with the first exercise date being 31 March 2023. In this regard, if all warrants are exercised, and the right user is not a shareholder of the Company, this will decrease the shareholding proportion of the existing shareholders (Control Dilution), equivalent to 18.75 percent, but will not affect the market price of the Company's shares (Price Dilution) because the exercise price of the warrants is higher than the market price before the offering. However, it will have an impact on the decrease in earnings per share (Earnings per Share Dilution), equivalent to 37.50 percent. The Company has disclosed the calculation method of all three impacts as in the Company's Information Memorandum, which has been previously disclosed on the SET's website</p> <p>Mr. Paradorn Leosakul, legal advisor from The Capital Law Office Limited, then went to clarified that the VGI-W3 Warrants will be able to trade when the shareholders receive such warrants and the SET accepts such warrants as listed securities. There is no appointment of the financial advisor to this transaction of the issuance and offering of the newly issued ordinary shares of the Company on a Right Offering basis as it is not required by law.</p>
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**Agenda 8.2      To consider and approve the allocation of 2,583,349,712 newly issued ordinary shares, with a par value of THB 0.10 per share to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 3 (VGI-W3)**

The Secretary informed the Meeting that as the Company has an intention to allocate the VGI-W3 Warrants to the existing shareholders who have subscribed for and have been allocated the newly issued ordinary shares, at no cost, as detailed in Agenda 3 above, it is deemed appropriate to propose that the Meeting consider and approve the allocation of up to 2,583,349,712 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the exercise of the VGI-W3 Warrants.

In this regard, the Company determined that 1 unit of the VGI-W3 Warrants shall be entitled to purchase 1 newly issued ordinary share at an exercise price of THB 11.90 per share.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries in relation to the allocation of the newly issued ordinary shares to accommodate the exercise of the VGI-W3 Warrants. However, no shareholder expressed any opinion or made any inquiry. The Secretary, therefore, requested the Meeting to cast the votes to approve this agenda item.

**Resolution:**      The Meeting considered and resolved to approve the allocation of up to 2,583,349,712 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the exercise of the VGI-W3 Warrants., with the following voting results:

Shareholders voting	Number of votes	Percentage
Approve	7,004,708,360	99.6921
Disapprove	21,627,700	0.3078
Abstain	0	-
Void ballot(s)	0	0.0000
<b>Total (1,348 persons)</b>	<b>7,026,336,060</b>	<b>100.0000</b>
<b>Remark:</b> The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, <u>excluding</u> abstentions from the calculation base.		

#### **Agenda 9      To consider other matters (if any)**

The Secretary informed the Meeting that pursuant to section 105 paragraph 2 of the PLC Act, after the Meeting has duly considered all the matters prescribed in the invitation to the Meeting, any shareholders holding shares aggregate of not less than one-third of the total number of issued shares of the Company may request the Meeting to consider other matter other than those stipulated in the invitation letter, however, there was no other matter proposed by shareholder.

The Secretary gave the Meeting an opportunity to express opinions and make inquiries in relation to this agenda item, which the shareholders gave opinions and made queries as follows:

#### **Recommendations / queries / responses**

<b>Query</b>	Mr. Piyapong Prasartthong inquired if the situation of the COVID-19 epidemic and the conflict between Ukraine and Russia affect the advertising media business.
<b>Response</b>	The Chairman, Mrs. Chitkasem, and Mr. Lap Shun Nelson Leung, Chief Executive Officer, jointly responded to the Meeting that with regard to the war in Ukrain, the Company does not have any impact as we mainly operate domestically. Regarding the COVID-19 epidemic, the Company is always aware of various events that may occur in the future and a new normal. In addition, the Company and the customers can now adapt to a new way of life. On the other hand, the Company foresees that the overall economy tends to expand, reflecting the recovery in the performance of the media business in the past quarter. Thus, the Company believes that the media business is likely to develop further. In addition, the Chairman also clarified that future events may affect the Company's business; nevertheless, the Company is determined to expand and create a distribution business platform that will enhance the Company's growth.



<b>Query</b>	Mrs. Supatra Siththichai inquired the following questions: (1) What is the nature of NINE's business? (2) Why the Company chose to invest in NINE? and (3) What is the difference between the investment in NINE and JMART?
<b>Response</b>	The Chairman clarified to the Meeting that NINE is a company that operates a new distribution business as well as provides other forms of services. NINE has personnel with extensive knowledge and experience in distribution business operations, and the ability to manage the store space efficiently, or example, the operation of NINE on the BTS station at St. Louis Station. Whereas JMART is an offline distribution specialist, having various affiliated companies with several branches all over Thailand. Such investments will help build a platform for the Company to expand into the distribution business efficiently.

When no shareholders raised any further questions and inquiries. The Chairman then thanked the shareholders who attended the Meeting and declared the Meeting adjourned at 16.00 hours

(Sign)      - *Signature* -      Chairman

(Mr. Keeree Kanjanapas)  
Chairman of the Board of Directors

(Sign) - *Signature* - Secretary

(Ms. Prispakorn Pangwiphat)

Company Secretary



Annual Report 2021/22 (56-1 One Report) and  
Sustainability Report 2021/22  
in QR Code format

Annual Report 2021/22 (56-1 One Report) in QR Code format



Sustainability Report 2021/22 in QR Code format





## Profiles of Candidates Nominated for Election as Directors

### Profiles of Candidates Nominated for Election as Directors

<b>Name</b>	: Mr. Kavin Kanjanapas	
<b>Age</b>	: 47	
<b>Nationality</b>	: Thai	
<b>Type of directorship to be appointed</b>	: Director	
<b>Date of appointment as director</b>	: 28 May 2003	
<b>Number of years holding directorship</b>	: 9 years	
<b>Current position in the Company</b>	: Director / Chairman of the Executive Committee / Authorized Director	
<b>Education</b>	: • Stonhurst College, United Kingdom	
<b>Training Programs</b>	<b>Training programs organized by Thai Institute of Directors</b> <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) Year 2007</li> </ul> <b>Other training course</b> <ul style="list-style-type: none"> <li>• Top Executive Program (CMA 16) Year 2013, Capital Market Academy</li> </ul>	
<b>Shareholding in the Company (including spouse and minor children)</b>	: - None -	
<b>Family relationship with directors and executives</b>	: Son of Mr. Keeree Kanjanapas (Director and Chairman of the Board of Directors)	
<b>Positions in other Thai listed companies</b>	: 2020 - Present Chief Officer of MATCH Business of BTS Group Holdings Plc. 2018 - Present Director of Kerry Express (Thailand) Plc. 2017 - Present Director of U City Plc. 2015 - Present Chief Executive Officer of BTS Group Holdings Plc. 2010 - Present Executive Director of BTS Group Holdings Plc. 2007 - Present Director of BTS Group Holdings Plc.	
<b>Positions in other companies and/or organizations</b>	: 2021 - Present Director of Capricorn Hill Co., Ltd. 2021 - Present Director of Kinn Ventures Co., Ltd. 2020 - Present Director of Prime Area Retail Co., Ltd. 2020 - Present Director of Prime Area 9 Co., Ltd. 2020 - Present Director of Prime Area 12 Co., Ltd. 2020 - Present Director of Prime Area 38 Co., Ltd. 2020 - Present Director of BGSR 6 Co., Ltd. 2020 - Present Director of BGSR 81 Co., Ltd. 2020 - Present Director of U-Tapao International Aviation Co., Ltd. 2020 - Present Director of Mochit Land Co., Ltd. 2019 - Present Director of SLV Retail Co., Ltd. 2018 - Present Director of Turtle 23 Co., Ltd. 2018 - Present Director of U Global Hospitality Co., Ltd. 2018 - Present Director Of BTS Infrastructure Services Company Limited	

<b>Present directorship/management in other businesses with potential conflict of interest</b>	: - None -	
<b>Experience from the past 5 years</b>	2021	Director of Rabbit Cash Co., Ltd.
	2019 – 2022	Director of Majestic Park Co., Ltd.
	2019 - 2021	Director of Future Domain Co., Ltd.
	2018 – 2020	Director of EGS Assets Co., Ltd.
	2016 - 2020	Director of Nine Square Property Co., Ltd.
	2015 - 2021	Director of BSS Holding Co., Ltd.
	2015 - 2021	Member of the Executive Committee of Bangkok Smartcard System Co., Ltd.
	2014 - 2020	Director of Win Win Kitchen Co., Ltd.
	2014 - 2020	Director of Mak8 Co., Ltd.
	2010 - 2021	Director of Rabbit Rewards Co., Ltd.
	2010 - 2020	Director of BTS Land Co., Ltd.
	2009 - 2021	Director of Bangkok Smartcard System Co., Ltd.
	2008 - 2020	Director of Muangthong Assets Co., Ltd.
	2015 - 2018	Director of Unicorn Enterprise Co., Ltd.
<b>Meeting attendance in the fiscal year 2021/22</b>	Board of Directors	12/12 attendances
	Executive Committee	15/15 attendances
<b>Performance as director in fiscal year 2021/22</b>	: 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** : Mr. Kong Chi Keung

**Age** : 47 years

**Nationality** : British

**Type of directorship to be appointed** : Director

**Date of appointment as director** : 15 June 2000

**Number of years holding directorship** : 22 years

**Current position in the Company** : Director / Authorized Director



**Education** : 

- BA (Honorary Degree) Business Administrative, University of Greenwich, United Kingdom
- MBA (Executive) Sasin Graduate Institute of Business Administration, Chulalongkorn University

**Training programs** : **Training programs organized by Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2007

**Shareholding in the Company (including spouse and minor children)** : 242,370 (0.003%) (as of 29 March 2022)

**Family relationship with directors and executives** : - None -

**Positions in other Thai listed companies** : 

2017 – Present	Director of U City Plc.
2015 – Present	Deputy Chief Executive Officer of BTS Group Holdings Plc.
2010 – Present	Member of the Executive Committee of BTS Group Holdings Plc.
2010 – Present	Member of the Nomination and Remuneration Committee of BTS Group Holdings Plc.
2007 – Present	Director of BTS Group Holdings Plc.

**Positions in other companies and/or organisations** : 

2021 - Present	Chairman/ Investment Chairman of Rabbit Life Assurance Plc.
2021 - Present	Director of U Remix Co., Ltd.
2021 - Present	Director of Rabbit Rewards Co., Ltd.
2021 - Present	Director of Bangkok Smartcard System Co., Ltd.
2021 - Present	Director of Rocket Holdings HK Limited
2021 - Present	Director of Rabbit Cash Co., Ltd.
2021 - Present	Director of Capricorn Hill Co., Ltd.
2021 - Present	Director of Prime Area Retail Company Limited
2020 - Present	Director of Prime Area 12 Ltd.
2020 - Present	Director of Prime Area 38 Co., Ltd.
2020 - Present	Director of BGSR 6 Co., Ltd.
2020 - Present	Director of BGSR 81 Co., Ltd.

	2020 - Present	Director of U-Tapao International Aviation Co., Ltd.
	2019 - Present	Director of Majestic Park Co., Ltd.
	2019 - Present	Director Future Domain Co., Ltd.
	2019 - Present	Director U Global Hospitality Holding (Hong Kong) Limited
	2019 - Present	Director U Hospitality Holding (Hong Kong) Limited
	2018 - Present	Director Turtle 23 Co., Ltd.
	2018 - Present	Director U Global Hospitality Co., Ltd.
	2018 - Present	Director EGS Assets Co., Ltd.
	2018 - Present	Director Thana City Golf & Sports Club Co., Ltd.
	2018 - Present	Director UNISON One Co., Ltd.
	2018 - Present	Director Muangthong Assets Co., Ltd.
	2018 - Present	Director PrannaKiri Assets Co., Ltd.
	2018 - Present	Director Siam Paging and Communication Co., Ltd.
	2018 - Present	Director Mak8 Co., Ltd.
	2018 - Present	Director Tanayong Food and Beverage Co., Ltd.
	2018 - Present	Director Tanayong Property Management Co., Ltd.
	2018 - Present	Director BTS Land Co., Ltd.
<b>Present directorship/management in other businesses with potential conflict of interest</b>	: - None -	
<b>Experience from the past 5 years</b>	:	
	2021	Rabbit Cash Co., Ltd.
	2020 - 2021	Pharam 9 Alliance Co., Ltd.
	2017 - 2019	Mochit Land Co., Ltd.
	2017 - 2018	BTS Sansiri Holding Thirteen Limited
	2017 - 2018	BTS Sansiri Holding Twenty Two Limited
	2017 - 2018	BTS Sansiri Holding Twenty One Limited
	2017 - 2018	BTS Sansiri Holding Nineteen Limited
	2016 - 2018	BTS Sansiri Holding Twenty Limited
	2016 - 2018	Ratchada Alliance Co., Ltd.
	2016 - 2018	BTS Sansiri Holding Seventeen Limited
	2016 - 2018	BTS Sansiri Holding Sixteen Limited
	2016 - 2018	BTS Sansiri Holding Fifteen Limited
	2016 - 2018	Unicorn Enterprise Co., Ltd.
	2016 - 2018	BTS Sansiri Holding Fourteen Limited
	2016 - 2018	BTS Sansiri Holding Twelve Limited
	2016 - 2018	BTS Sansiri Holding Eleven Limited
	2015 - 2018	BTS Sansiri Holding Nine Limited
	2015 - 2018	BTS Sansiri Holding Eight Limited
	2015 - 2018	BTS Sansiri Holding Seven Limited
	2015 - 2018	BTS Sansiri Holding Six Limited.
	2015 - 2018	BTS Sansiri Holding Five Limited
	2015 - 2018	BTS Sansiri Holding Four Limited
	2015 - 2018	BTS Sansiri Holding Three Limited



2015 - 2018	BTS Sansiri Holding Two Limited
2015 - 2018	BTS Sansiri Holding One Limited
2015 - 2018	Nuvo Line Agency Co., Ltd.

**Meeting attendance in the fiscal year 2021/22** : Board of Directors 12/12 attendances

**Performance as director in fiscal year 2021/22** :

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

<b>Name</b>	: Mr. Chan Kin Tak	
<b>Age</b>	: 56 years	
<b>Nationality</b>	: British	
<b>Type of directorship to be appointed</b>	: Director	
<b>Date of appointment as director</b>	: 15 November 2007	
<b>Number of years holding directorship</b>	: 14 years	
<b>Current position in the Company</b>	: Director / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee / Member of the Risk Management Committee/ Member of the Executive Committee / Chief Operating Officer / Authorized Director	
<b>Education</b>	: • St. Louis Old Boy College	
<b>Training</b>	<b>Training programs organized by Thai Institute of Directors</b> <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) Year 2010</li> <li>• Director Certification Program (DCP) Year 2013</li> </ul>	
<b>Shareholding in the Company (including spouse and minor children)</b>	: - None -	
<b>Family relationship with directors and executives</b>	: - None -	
<b>Positions in other Thai listed companies</b>	: - None -	
<b>Positions in other companies and/or organisations</b>	2017 – Present Director of VGI Global Media (Malaysia) Sdn. Bhd. 2016 – Present Director of Demo Power (Thailand) Co., Ltd. 2009 – Present Director of Point of View (POV) Media Group Co., Ltd. 2007 – Present Director of VGI Advertising Media Co., Ltd.	
<b>Present directorship/management in other businesses with potential conflict of interest</b>	: - None -	
<b>Experience from the past 5 years</b>	: - None -	
<b>Meeting attendance in the fiscal year 2021/22</b>	Board of Directors Nomination and Remuneration Committee Corporate Governance Committee Risk Management Committee Executive Committee	12/12 attendances 5/5 attendances 3/3 attendances 3/3 attendances 15/15 attendances



- Performance as director in fiscal year 2021/22** :
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.



Profiles and Professional Experiences of Auditors  
from  
EY Office Limited

## Profiles and Professional Experiences of Auditors



Ms. Siraporn Ouaanunkun  
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.Ouaanunkun@th.ey.com

## Profiles and Professional Experiences of Auditors



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

## Profiles and Professional Experiences of Auditors



### 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 <sup>rd</sup> 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



## Capital Increase Report Form (F53-4)



**CAPITAL INCREASE REPORT FORM**  
**VGI Public Company Limited**  
**25 May 2022**

We, VGI Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No. 6/2022 held on 25 May 2022 at 2:30 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. 6/2022 has passed a resolution to approve the increase of the Company’s registered capital by THB55,972,577.10, from the existing registered capital of THB1,553,616,188.20 to THB1,609,588,765.30 by issuing up to 559,725,770 ordinary shares, with a par value of THB0.10 per share, details 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 559,725,770	0.10	55,972,577.10

**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 <sup>1</sup>	Remarks
Rights Offering	Ordinary shares	-	-	-
Public Offering	Ordinary shares	-	-	-
Private Placement	Ordinary shares	Up to 559,725,770	5	Please see the remark below.

<sup>1/</sup> Percentage to the paid-up capital as at 25 May 2022 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. 6/2022 approved to propose that the 2022 Annual General Meeting consider and approve the increase of the Company's registered capital under the general mandate by THB55,972,577.10 (or equivalent to 5 percent of the Company's paid-up capital as at the date on which the Board of Directors' meeting passing a resolution to approve the increase of the Company's registered capital under the general mandate), from the existing registered capital of THB1,553,616,188.20 to THB1,609,588,765.30 by issuing up to 559,725,770 ordinary shares, with a par value of THB0.10 per share, to be offered through a private placement, and the delegation of authority to the Board of Directors and/or any person(s) designated by 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 addition, post-completion of the offering of the Company's newly issued ordinary shares through a private placement, the increase portion of the Company's share capital shall not exceed 5 percent of the Company's paid-up capital as at the date on which the Board of Directors' Meeting resolved to approve the capital increase, or not exceeding 559,725,770 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 2022 Annual General Meeting of Shareholders was scheduled to be held on, Tuesday, 19 July 2022 at 2:00 p.m. at Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok. The date for determining the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders will be on 9 June 2022.

**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.	Board of Directors' Meeting No. 6/2022	25 May 2022
2.	Record date for determining shareholders entitled to attend the 2022 Annual General Meeting of Shareholders	9 June 2022
3.	2022 Annual General Meeting of Shareholders	2 July 2022
4.	Registration of the increase of paid-up capital with the DBD	Within 14 days from the date on which the share payment is received
5.	Registering the increase of paid-up capital with 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

-signature-

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



Guidelines for Appointment of Proxy, Registration,  
Documents for Registration, and  
Vote Casting and Counting

**Guidelines for Appointment of Proxy, Registration,  
Documents for Registration and Vote Casting and Counting**

## **Registration**

The Company will open for the shareholders and/or proxy holder to register and verify the documents from 12.00 p.m. onwards at Surasak Ballroom, 11<sup>th</sup> floor, Eastin Grand Hotel Sathorn Bangkok, as detailed in Map of the Meeting Venue in **Enclosure 13**.

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 <https://investor.vgi.co.th/en/shareholders-information/shareholder-meetings>

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 7**. 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 **Thursday, 14 July 2022**:

Company Secretary Division  
VGI Public Company Limited  
21 TST Tower, 9<sup>th</sup> 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.

**Remark:**

For more details regarding the appointment of proxy, shareholders can consider and study from the Notification of the Capital Market Supervisory Board No. Tor Jor. 79/2564 regarding Criteria for the Proxy Solicitation to attend the Meeting and Vote on the Shareholders' Behalf from [www.sec.or.th](http://www.sec.or.th)

## **Documents for Registration**

The Company will use the barcode system for the registration and vote counting. Shareholders and proxies are requested to present the Registration Form as per **Enclosure 10**, which is enclosed to this invitation, and the following documents at the registration desk:

### **1. Individual Shareholder**

#### **1.1 Attendance in person:**

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, which has been certified as true and correct by the grantor;
- (c) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

### **2. Juristic Person Shareholder**

#### **2.1 Attendance in person by authorized representative(s):**

- (a) An identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.1;
- (b) 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) 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;
- (b) 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);

- (c) 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, which has been certified as true and correct by such authorized representative(s);
  - (d) An identification document of the proxy issued by a government agency as referred in Clause 1.1.
- 3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository:
  - 3.1 Documents from custodian:
    - (a) 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;
    - (b) A document confirming the license to engage in the custodian business;
    - (c) 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);
    - (d) 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, which has been certified as true and correct by such custodian's authorized representative(s);
    - (e) An identification document of the proxy issued by a government agency as referred in Clause 1.1.
  - 3.2 Documents from shareholder:
    - (a) 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, 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, which has been certified as true and correct by the custodian's authorized representative(s).

Any copy of identification documents that you have sent to the Company such as copy of identification card or passport, for the purpose of identification, may contain sensitive data e.g. ethnicity, religion, or blood type etc. which are not necessary for the shareholders meeting. Therefore, the Company wishes not to collect or use such sensitive data appeared on the documents, shareholders, grantors and proxies are requested to conceal/ blacken out such information before making a copy and send the documents to the Company. In the event that you have not conceal/ blacken the aforesaid information, it shall be deemed that you authorized the Company to conceal/ blacken out such information for you and it shall be deemed that the Company has not collected any submitted sensitive data and such document shall be deemed valid and legally binding in all aspects.



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.

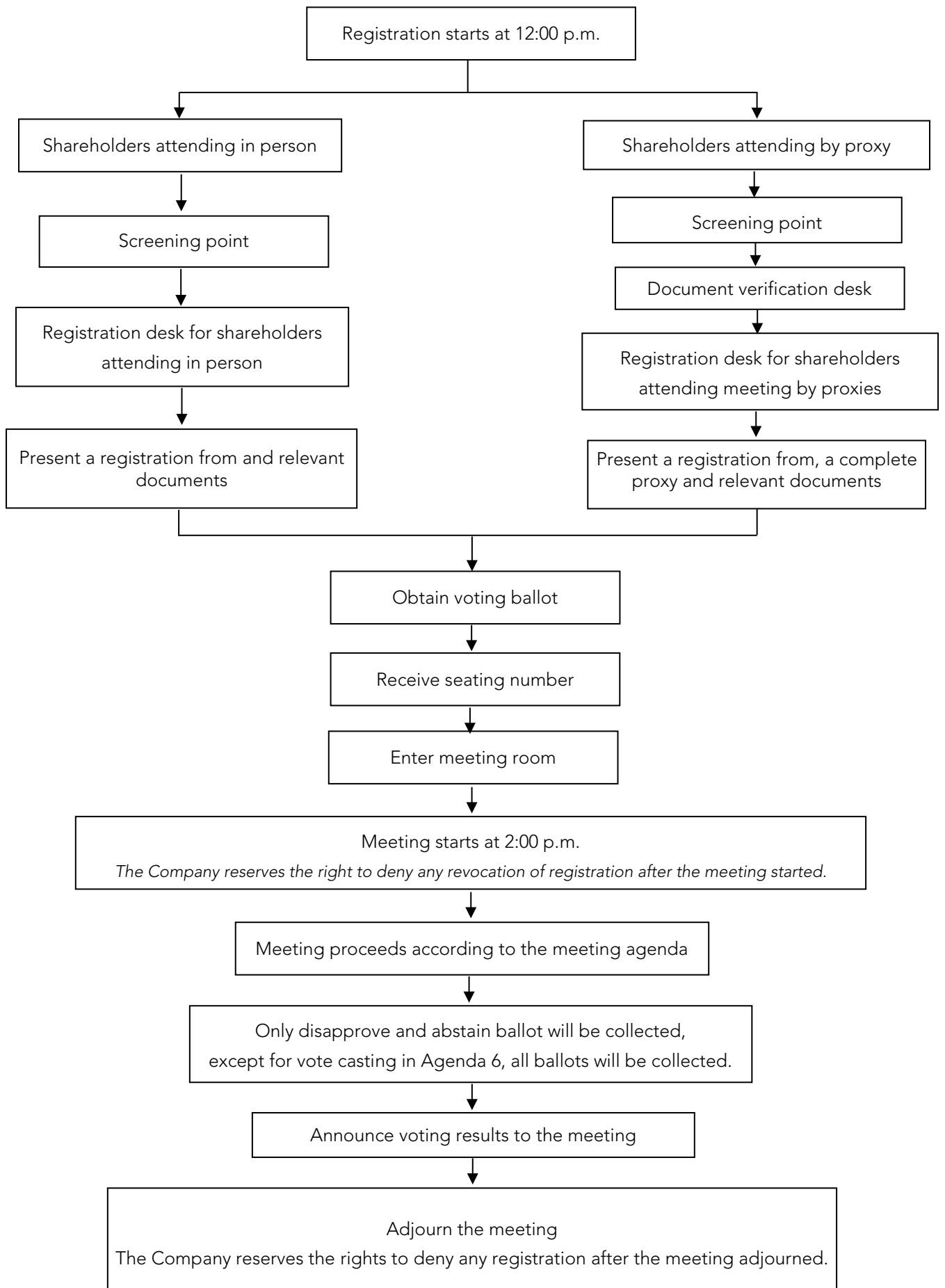
### **Vote Casting and Counting**

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. A proxy who is appointed by the custodian under Proxy Form C may split his/her votes in each agenda item.
4. The Company will provide the voting cards to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A and (c) the proxies appointed under Proxy Form B and Form C in the event that the grantor has specified in the proxy form that the proxy shall have the rights to consider and vote on his/her behalf as the proxy deems appropriate.
5. In the event the grantor has specified the voting instruction in the proxy form, the Company will record such votes together with the registration to attend the meeting of the proxy and will not distribute the voting cards to the proxy.
6. In casting the votes for each agenda item (except for Agenda 6: To consider and elect the directors to replace those who are due to retire by rotation), the Company will collect only the voting cards from the shareholders or the proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting card, and hand in such voting cards to the Company's officer at the time of vote casting for each agenda item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes. Any shareholders or proxies who do not hand in the voting cards to the Company's officer shall be deemed as having approved such agenda item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officer after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
7. As for Agenda 6: To consider and elect the directors in replacement of those who retired by rotation, the Company will arrange the vote casting for the election of each candidate nominated for election as on individual basis director individually. In compliance with the Best Practice Guidelines for the Shareholders' Meeting of the Office of the Securities and Exchange Commission, the Company will collect the voting cards from all shareholders and proxies, whether approve, disapprove, or abstain from voting. However, to expedite the vote counting process, the Company will collect the voting cards of the shareholders or proxies who disapprove or abstain from voting first. Thereafter, the Company will collect the voting cards of the shareholders or proxies who vote to approve.
8. 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.

9. Resolutions of the meeting require the following votes:
  - 9.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;
  - 9.2 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;
  - 9.3 In the case of a tie, vote the chairman of the meeting shall have a casting vote;
  - 9.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
10. 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.

To promote the Company's good corporate governance, the Company will use the barcode system for registration and vote counting. In addition, the Company will engage a legal advisor and/or a representative(s) from the minority shareholders to witness the vote counting.

## Registration and meeting procedures





## Profiles of Independent Directors for Proxy Appointment

## Profiles of Independent Directors for Proxy Appointment



### **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, 9<sup>th</sup> 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 2022 Annual General Meeting of Shareholders



### **2. Mr. Kiet Srichomkwan**

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

Age: 85

Address: No. 21, TST Tower, 9<sup>th</sup> 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 2022 Annual General Meeting of Shareholders



### **3. Mr. Pisit Serewiwattana**

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

Age: 61 years

Address: No. 21, TST Tower, 9<sup>th</sup> 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 2022 Annual General Meeting of Shareholders



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

☐ นายเกียรติ ศรีจอมขวัญ หรือ  
Mr. Kiet Srichomkwan or

☐ นายพิศิษฐ์ เสรีวิวัฒนา  
Mr. Pisit Serewiwattana

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการ  
อิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม  
สิ่งที่แนบมาด้วย 7)

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 7)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้นประจำปี 2565 ในวันอังคารที่ 19 กรกฎาคม 2565 เวลา 14.00 น. ณ ห้องสุรศักดิ์ บอลรูม ชั้น 11 โรงแรมอีสติน แกรนด์  
สาทร กรุงเทพฯ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และ  
สถานที่อื่นด้วย

Anyone of these persons is my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting  
of Shareholders on Tuesday, 19 July 2022 at 2:00 p.m., at Surasak Ballroom, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn,  
Bangkok, No.33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, or any other date, time and place as the  
meeting may be held.

(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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565**

Agenda 2 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

☐ 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  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain



วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และบริษัทย่อย สำหรับรอบปีบัญชี 2564/65 สิ้นสุดวันที่ 31 มีนาคม 2565

Agenda 3 To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2021/22 ended 31 March 2022

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No vote casting in this agenda)

วาระที่ 4 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2564/65 สิ้นสุดวันที่ 31 มีนาคม 2565

Agenda 4 To consider and approve the Company's financial statements 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  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

วาระที่ 5 พิจารณานุมัติการจัดสรรกำไรจากผลการดำเนินงานของบริษัทฯ สำหรับรอบปีบัญชี 2564/65 สิ้นสุดวันที่ 31 มีนาคม 2565 และการจ่ายเงินปันผล

Agenda 5 To consider and approve the allocation of the Company's operating profit for the fiscal year 2021/22 ended 31 March 2022 and the 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 the 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.....นายกวิน กาญจนพานิช.....

Director's name.....Mr. Kavin Kanjanapas.....

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

2. ชื่อกรรมการ.....นายคง ธิ เคื่อง.....  
Director's name.....Mr. Kong Chi Keung.....
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ.....นายชาน คิน ตัก.....  
Director's name.....Mr. Chan Kin Tak.....
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7**  
Agenda 7

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ**

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**  
Agenda 8

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าสอบบัญชี สำหรับรอบปีบัญชี 2565/66 สิ้นสุดวันที่ 31 มีนาคม 2566**

To consider and approve the appointment of auditors and determination of auditor fee for the fiscal year 2022/23 ended 31 March 2023

- ☐ 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**

**พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate) จำนวน 55,972,577.10 บาท จากทุนจดทะเบียนเดิมจำนวน 1,553,616,188.20 บาท เป็นทุนจดทะเบียนจำนวน 1,609,588,765.30 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 559,725,770 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.10 บาท เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)**

Agenda 9

To consider and approve the increase of the Company's registered capital under the general mandate by THB55,972,577.10 from the existing registered capital of THB1,553,616,188.20 to THB1,609,588,765.30 by issuing up to 559,725,770 ordinary shares, with a par value of THB0.10 per share, to be offered through a private placement

- ☐ 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 10 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate)

Agenda 10 To consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to reflect the increase of the Company's registered capital under 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  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ

Agenda 11 To consider and approve the allocation of the newly issued ordinary shares of the Company

☐ 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 12 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 12 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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2565 ในวันอังคารที่ 19 กรกฎาคม 2565 เวลา 14.00 น. ณ ห้องสุรศักดิ์ บอลรูม ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร กรุงเทพฯ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of VGI Public Company Limited for the 2022 Annual General Meeting of Shareholders on Tuesday, 19 July 2022 at 2:00 p.m., at Surasak Ballroom, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn, Bangkok, No.33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, or such other date, time and place as the meeting may be held.

☐ 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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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☐ 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.

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

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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☐ 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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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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.



Registration Form  
(Please present this document on the meeting date)



Measures and Guidelines for the Attendees of the 2022 Annual  
General Meeting under the Pandemic Situation of COVID-19  
and COVID-19 Screening Form for  
the 2022 Annual General Meeting of Shareholders

## Measures and Guidelines for the Attendees of the 2022 Annual General Meeting under the Pandemic Situation of COVID-19

The Company is deeply concerned for the health and safety of the meeting participants. Therefore, it has determined the Measures and Guidelines for the 2022 Annual General Meeting of Shareholders in order to prevent and minimize the risk of transmission of COVID-19 as follows:

1. Shareholders are encouraged to **appoint an independent director as proxy to attend the meeting** on their behalf in order to reduce overcrowding at the meeting area with the proxy form as determined by the Company, of which:
  - General shareholders: please use Proxy Form B (as enclosed); and
  - Foreign shareholders who have appointed a custodian in Thailand: please use Proxy Form C (can be downloaded from the Company's website).

Shareholders may submit the proxy form and the registration documents as per the details set out in the Invitation to the Annual General Meeting of Shareholders for the year 2022 to the Company **within Thursday, 14 July 2022** using the reply envelope provided by the Company (no postal stamp required), or via registered mail to the Company Secretary at the Company's address as follows:

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

2. Shareholders who are unable to attend the meeting in person and appoint an independent director as their proxy may watch the meeting via live streaming on the Company's website at [www.vgi.co.th](http://www.vgi.co.th). **The Shareholders can only watch the live streaming and cannot vote or submit any inquiry through this channel.** Shareholders can enter their shareholder registration number (10 digits) provided on the Registration Form with QR Code as per Enclosure 10 to register for the live. The Company limits 1 shareholder registration number per 1 watching right, the broadcast will be viewable at 2.00 p.m. onwards.
3. Shareholders are encouraged to **submit questions that are relevant to the meeting agenda in advance** together with the accessible name, address, telephone number, and email address (if any), to the Company Secretary via email at [companysecretary@vgi.co.th](mailto:companysecretary@vgi.co.th), or at the Company's address above.
4. **In the event that shareholders and/or proxies wish to attend the meeting in person**, the Company kindly ask for cooperation to strictly comply with the following precautionary measures against COVID-19 pandemic:
  - 4.1 **Wear a face mask at all time** while present at the meeting area, clean hands frequently with alcohol based sanitizing gel, and practice physical distancing of at least 1 meter from others;
  - 4.2 **Check-in and check-out at the meeting area (Thai Chana Platform)** by using the mobile phone to scan the QR Code provided or notifying the name and phone number to the Company's officers for the purposes of monitoring the number of participants and follow-up (if necessary) pursuant to the disease control measures set out by the government authorities;

The Company will allow only shareholders and/or proxies to enter the meeting area. **Other persons accompanying the shareholders and/or proxies will not be allowed to enter the meeting area;**

- 4.3 **All participants have to show proof of vaccination (at least 2 doses)** (by showing vaccination certificate or proof in Mho Prom application) or **show negative rapid antigen test (ATK) result not older than 2 days** to the Company's officer at the screening checkpoint;
- 4.4 **Complete the COVID-19 Screening Form** (as enclosed) truthfully and correctly for submission to the Company's officers at the screening checkpoint and take a body temperature check. **Please spare time for the screening process before entering the meeting area;**
- If a shareholder and/or proxy has a body temperature of 37.5°C or higher, shows sign of respiratory symptoms (cough, sore throat, nasal congestion, shortness of breath or difficulty in breathing) or any other indications, or has a risk of COVID-19 infection, the Company reserves the rights to not allow such person to enter into the meeting area. Medical staff at the screening checkpoint will provide recommendations as appropriate;
- 4.5 **The Company will arrange seats to be positioned at least 1 meter apart** which will limit the number of seats in the meeting room **to accommodate participants to approximately 120 seats only. Therefore, the Company sincerely asks for your cooperation to sit at the assigned seating number.** Seats are not allowed to be changed or re-located. The Company will assign the seating number to shareholders and/or proxies who pass the screening, complete the registration, and receive the seating card on a first come, first served basis.
- In the event that the seats are fully occupied, the Company reserves the rights to not allow additional shareholders and/or proxies to enter the meeting room. No seats will be added and no standing in the meeting room.**
- 4.6 For those who pass the screening process, the Company kindly asks for your cooperation to always wear a face mask while attending the meeting. The shareholders and/or proxies who pass the screening process will get the screening check sticker. The Company kindly asks for your cooperation to put on the screening check sticker at all times while present at the meeting area.
- For those who do not pass the screening process or are not able to attend the meeting due to the seats in the meeting room being fully occupied, please appoint an independent director of the Company as a proxy to attend the meeting. The Company will provide the stamp duty for such a proxy form. **In case that you are a proxy, please be informed that you cannot appoint an independent director of the Company as your proxy.**
- 4.7 **The Company will not provide a microphone in the meeting** in order to prevent and minimize the risk of spreading of the disease through sharing of microphones. Should you have any questions during the meeting, **please write down on the paper and submit to the Company's officer in the meeting room instead of asking on microphone.**
- 4.8 **No food, coffee, or any beverage services will be provided. Eating food or snack in the meeting area is strictly prohibited** to minimize the risk of disease spreading;
- 4.9 The Company will procure a cleaning of the meeting area before the meeting is commenced in compliance with the guidelines set by the Ministry of Public Health, and also provide alcohol-based sanitizing gel at the meeting area.
5. The meeting will be conducted concisely and adjourned in 2 hours and questions to be responded in the meeting will be limited as appropriate, to limit exposure from staying among a large group of people for a long period.
6. **No distribution of the Invitation to 2022 Annual General Meeting of Shareholders, Annual Report 2021/22 (56-1 One Report) and Sustainability Report 2021/22** in publication form at the meeting, to ensure hygiene and sanitation of all participants and reduce impact on the environment. The Shareholders can download the Invitation to the 2022 Annual General Meeting of Shareholders and Annual Report 2021/22 (56-1 One Report) via QR Code provided.

Shareholders and/or proxies may experience inconveniences due to the limitation on the number of participants, possible delays from the screening and registration processes, as well as other arrangements necessary for preventing and minimizing the risk of transmission of COVID-19. The Company hereby apologizes for any inconveniences.

Should there be any change in the pandemic situation of COVID-19 as well as additional announcements and policies regarding the disease control measures set out by the government authorities, the Company may adjust the Measures and Guidelines for the 2022 Annual General Meeting of Shareholders in order to correspond with the pandemic situation and the announcements and policies of the government authorities at the time, which will be further notified via the Stock Exchange of Thailand's website and the Company's website at [www.vgi.co.th](http://www.vgi.co.th).



**แบบสอบถามเพื่อการคัดกรองเชื้อไวรัสโควิด-19 (COVID-19)  
สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565  
(COVID-19 Screening Form for the 2022 Annual General Meeting of Shareholders)**

ชื่อ - สกุล ..... หมายเลขโทรศัพท์ .....

Name-Surname Phone no.

☐ ผู้ถือหุ้น / Shareholder ☐ ผู้รับมอบฉันทะ / Proxy ☐ อื่น ๆ (โปรดระบุ) / Other (please

ท่านมีอาการอย่างใดอย่างหนึ่งดังต่อไปนี้ หรือไม่

Do you have any of the following symptoms?

- |   |                                   |                                     |
|---|-----------------------------------|-------------------------------------|
| 1. อุณหภูมิร่างกาย $\geq 37.5^{\circ}\text{C}$ / body temperature $\geq 37.5^{\circ}\text{C}$ | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 2. ไอ เจ็บคอ น้ำมูก / cough, sore throat, nasal congestion                                    | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 3. หายใจเหนื่อย หรือหายใจลำบาก / shortness of breath or difficulty in breathing               | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 4. ปวดเมื่อยเนื้อตัว / aches and pains  | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 5. ท้องเสีย / diarrhea  | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 6. สูญเสียความสามารถในการดมกลิ่นหรือรับรส / loss of smell or taste                            | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |

ท่านได้สัมผัสใกล้ชิดกับผู้มีความเสี่ยงหรือยืนยันการติดเชื้อโรค COVID-19 หรือมีการเดินทางไปหรือกลับจากพื้นที่เสี่ยงต่อการติดเชื้อโรค COVID-19 ในช่วง 14 วัน ก่อนประชุมหรือไม่

Have you had physical or close contact with any person having risk or confirmed of COVID-19 infection or have you travelled to or from any area with risk of COVID-19 infection during the past 14 days prior to the meeting?

☐ มี (โปรดระบุ) /Yes (please specify) ..... ☐ ไม่มี / No

สมาชิกในครอบครัวหรือบุคคลใกล้ชิดของท่านมีอาการอย่างใดอย่างหนึ่งข้างต้น หรือได้สัมผัสใกล้ชิดกับผู้มีความเสี่ยงหรือยืนยันการติดเชื้อโรค COVID-19 หรือมีการเดินทางไปหรือกลับจากพื้นที่เสี่ยงต่อการติดเชื้อโรค COVID-19 ในช่วง 14 วัน ก่อนประชุมหรือไม่

Does your family member or close person have any of the above symptoms, or has had physical or close contact with any person having risk or confirmed of COVID-19 infection or has travelled to or from any area with risk of COVID-19 infection during the past 14 days prior to the meeting?

☐ มี (โปรดระบุ) /Yes (please specify) ..... ☐ ไม่มี / No specify).....

ข้าพเจ้าขอรับรองว่า ข้อมูลข้างต้นถูกต้องและเป็นความจริง

I hereby certify that the information given above is true and correct.

ลายมือชื่อ .....

Signature

**สำหรับเจ้าหน้าที่ / For officer**

- |  |  |
|--|--|
| <input type="checkbox"/> ไม่พบความเสี่ยง สามารถเข้าจุดลงทะเบียนได้<br>No risk found, allow to enter the registration desk.<br>recommendations. | <input type="checkbox"/> พบความเสี่ยง เจ้าหน้าที่ทางการแพทย์ให้คำแนะนำ<br>Risk found, medical staff to provide |
|--|--|



QR Code User Procedure for Downloading  
Invitation to the 2022 Annual General Meeting of  
Shareholders, Annual Report 2021/22 (56-1 One Report)  
and other documents

## QR Code User Procedure for Downloading Invitation to the 2022 Annual General Meeting of Shareholders, Annual Report 2021/22 (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 2022 Annual General Meeting of Shareholders and the Annual Report 2021/22 (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.

### Map of the Meeting Venue

#### Eastin Grand Hotel Sathorn Bangkok

Surasak Ballroom, 11<sup>th</sup> Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok



#### Directions

**BTS Skytrain:** Get off at BTS Surasak Station, Exit 4

**Bus on Sathorn Road:** No. 17, 77, 142, and 169

**Telephone Number:** 02 210 8100



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