

An abstract graphic featuring a glowing sphere composed of numerous small white dots. Several vibrant, swirling lines in shades of blue and purple wrap around the sphere, creating a sense of motion and energy. The background is a deep blue gradient.

# INSPIRING FOR SUSTAINABLE FUTURE

## INVITATION TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**VGI Public Company Limited**

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**Monday, 21 July 2025 at 02.00 p.m.**

At Phayathai Grand Ballroom, 6th Floor, Eastin Grand Hotel Phayathai  
No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok



since 2022

## Privacy Policy for the Shareholders' Meeting of

### VGI Public Company Limited

VGI Public Company Limited (the "**Company**", "**we**", "**us**", or "**our**") recognises 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 authorised 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 the 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.

For supporting documents for registration and/or proxy appointment and/or any documents that you submitted to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the Shareholders' Meeting, the Company would like to inform that the Company has no intention to collect or use such data. As such, the Company requests that you delete or conceal such data before submitting the documents to the Company. In the event that you have not taken such action, it shall be deemed that you have authorised the Company to delete or conceal such data on their behalf to prevent us from unnecessarily collecting your sensitive data. In this regard, such documents shall be valid and legally binding in all aspects.

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 (a) 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.
- 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 analysing 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 unauthorised 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

1000/9 BTS Visionary Park - South Tower, 27<sup>th</sup> Floor,

Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

Telephone number: +66 2273 8884 ext. 147

Email: [dpo@vgi.co.th](mailto:dpo@vgi.co.th)

This Privacy Policy was effective on 1 June 2022 and was reviewed and revised on 16 June 2023.

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(English translation)

Ref. No. VGI.CSC.GL.25.19

20 June 2025

**Subject:** Invitation to the 2025 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. 1/2024
2. Document for Agenda Item 3, 4, 7: Annual Report 2024/25 (56-1 One Report) and Sustainability Report 2024/25 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
5. Document for Agenda Item 9 and Item 11: 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  
(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
11. QR Code User Procedure for Downloading Documents for 2025 Annual General Meeting of Shareholders
12. Map of the Meeting Venue

The Board of Directors' Meeting of VGI Public Company Limited (the "Company") resolved to convene the 2025 Annual General Meeting of Shareholders on Monday, 21 July 2025 at 2:00 p.m. at Phayathai Grand Ballroom, 6<sup>th</sup> Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, 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.

**Agenda 2**      **To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**

**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. 1/2024 held on 15 October 2024 as detailed in Enclosure 1.

**Opinion of the Board of Directors:** The Board of Directors viewed that the Extraordinary General Meeting of Shareholders No. 1/2024 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 2024/25 ended 31 March 2025

**Facts and reasons:** The shareholders' meeting is proposed to acknowledge the performance of the Company and its subsidiaries for the fiscal year 2024/25 ended 31 March 2025 as appeared in Section 3.2 "2024/25 Financial Review" of the Annual Report 2024/25 (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 2024/25 ended 31 March 2025.

**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 2024/25 ended 31 March 2025

**Facts and reasons:** The shareholders' meeting is proposed to approve the Company's financial statements for the fiscal year 2024/25 ended 31 March 2025 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 2024/25 (56-1 One Report) as detailed in **Enclosure 2**, where the key highlights of which comparing with those of the preceding year can be summarised as follows:

Items in the consolidated financial statements	Fiscal year ended 31 March	
	2025	2024
Total assets (THB million)	39,666.29	28,109.08
Total liabilities (THB million)	2,912.49	2,974.91
Total shareholders' equity (THB million)	36,753.80	25,134.17
Total income (THB million)	5,679.91	5,460.07
Net profit (Loss) – a portion attributable to equity holders of the Company (THB million)	501.23	(3,488.77)
Earnings (Loss) per share – a portion attributable to equity holders of the Company (THB per share)	0.04	(0.31)

**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 2024/25 ended 31 March 2025 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 2024/25 ended 31 March 2025 and the dividend payment**

**Facts and reasons:** The Company has a policy to pay out dividends at the rate of not less than 50 per cent 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 115 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. Section 116 of the PLCA further requires that a company must appropriate at least 5 per cent 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 per cent of the company's registered capital. In addition to the legal reserve, the Board of Directors may consider 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 2024/25 ended 31 March 2025 (during 1 April 2024 - 31 March 2025), the Company had net profit after corporate income tax according to the Company's standalone financial statements in the total amount of THB 631.90 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 2024/25 ended 31 March 2025 at the rate of THB 0.013 per share (1.3 Satang per share), in the total amount of not exceeding THB 294 million, equivalent to 67.97 per cent of the net profit after corporate income tax and legal reserve according to the Company's standalone financial statements in conforming with the Company's dividend policy. The Company set a record date for determining the shareholders entitled to receive the dividends on 30 July 2025 and set the dividend payment date on 21 August 2025; the rights to receive the dividends, however, remain uncertain as it requires prior approval from the 2025 Annual General Meeting of Shareholders.

In addition, the Company allocated the legal reserve of THB 200,000,000.00, which exceeds 5 per cent of its annual profit as required by law.

Such a dividend payment to be paid out from the Company's net profit subject to the corporate income tax at the rate of 20 per cent. 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 pay-outs for the fiscal year 2024/25 ended 31 March 2025 and the past 2 years, detailed as follows:

Items	Fiscal year ended 31 March		
	2024/25	2023/24	2022/23
Number of shares			
- Interim dividend (million shares)	-	-	11,194.5
- Annual dividend (million shares)	22,583.3 <sup>(1)(2)</sup>	-	11,194.5
Cash dividend per share	0.013	-	0.080
- Interim dividend (THB per share)	-	-	0.040
- Annual dividend (THB per share)	0.013	-	0.040
Total dividend payout (THB million)	Approx. 294.0 <sup>(3)</sup>	-	895.5
Net profit based on the standalone financial statements (THB million)	631.9	(3,510.8)	1,145.3
Dividend payout ratio (percent)	67.97 <sup>(3)</sup>	-	78.19

**Remarks:**

- (1) The Company has completed the registration of the change of the registered paid-up capital of THB 860,548,033.40 on 3 December 2024 and the registered paid-up capital of THB 20,000,000.00 on 20 December 2024 because of the allocation and issuance of the new ordinary shares to the private placement. Thus, the Company's current registered capital is THB 2,370,280,017.90 and the registered paid-up capital is THB 2,000,000,000.00, which is the registered ordinary shares of 20,000,000,000 shares, at a par value of THB 0.10 per share.
- (2) The said number of shares is the total sum of the Company's current total issued shares of 20,000 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. 3 (the "VGI-W3 Warrant"), issued to the existing shareholders of the Company via a rights offering, based on the assumption that all of the outstanding VGI-W3 Warrants are fully exercised on the upcoming exercise date on 30 June 2025. The final count of new ordinary shares from the VGI-W3 Warrants, which will be used to figure out the actual dividend payment, will be announced to the Company after the exercise date on 30 June 2025, and will be shared through 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.
- (3) This calculation is based on the dividend payment compared to the net profit after deducting tax under the separate financial statement and legal reserve, assuming that all outstanding VGI-W3 Warrants will be fully exercised on the upcoming exercise date of 30 June 2025.

**Opinion of the Board of Directors:** The Board of Directors deemed appropriate to propose that the shareholders' meeting consider the allocation of the Company's operating profit for the fiscal year ended 31 March 2025 and the dividend payment as follows:

- 1) To acknowledge the allocation of funds as legal reserve in the amount of THB 200,000,000.00.
- 2) To approve the Company to pay dividend for the fiscal year ended 31 March 2025 from the net profit pursuant to the standalone financial statements at the rate of THB 0.013 per share (1.3 Satang per share) or equivalent to the total dividend payment in the amount of approximately THB 294 million.
- 3) To approve the Company to pay the dividend from the Company's operating results for the fiscal year 2024/25 ended 31 March 2025 at the rate of THB 0.013 per share (1.3 Satang per share) or equivalent to the dividend to be paid in the amount of approximately THB 294 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 30 July 2025 and dividend payment date on 21 August 2025. The rights to receive the dividends, however, remain uncertain as it requires prior approval from the 2025 Annual General Meeting of Shareholders.

**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 will retire 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 15 directors in total. There are 5 directors who will retire by rotation at the 2025 Annual General Meeting of Shareholders, as follows:



	Name	Position
1)	Mr. Marut Arthakaivalvatee	Vice Chairman
2)	Mr. Kavin Kanjanapas	Director
3)	Mr. Surapong Laoha-Unya	Director
4)	Mr. Kong Chi Keung	Director
5)	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 per cent of the Company's total voting rights, to nominate candidates for election as directors of the Company at the 2025 Annual General Meeting of Shareholders during 20 December 2024 to 31 March 2025. The criteria of director nomination are disclosed on the SET Portal and 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 5 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 5 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. Marut Arthakaivalvatee, (2) Mr. Kavin Kanjanapas, (3) Mr. Surapong Laoha-Unya, (4) Mr. Kong Chi Keung, and (5) Mr. Chan Kin Tak as directors of the Company for another term of office. A brief profile of the 5 candidates nominated for election as directors appear 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 5 candidates, i.e. (1) Mr. Marut Arthakaivalvatee, (2) Mr. Kavin Kanjanapas, (3) Mr. Surapong Laoha-Unya, (4) Mr. Kong Chi Keung, and (5) 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 capitalisation. The shareholders' meeting is proposed to consider and approve the directors' remuneration for the year 2025/26 detailed as follows:

1) Monetary remuneration

- 1.1) Fixed remuneration – To maintain the monthly remuneration and the meeting allowance at the same rate as the previous year as follows:

	Remuneration rates		
	Year 2025/26	Year 2024/25	Change
<b>Monthly remuneration (per month / person)</b>			
Chairman of the Board of Directors	THB 84,000	THB 84,000	-
Chairman of the Audit Committee	THB 70,000	THB 70,000	-
Vice Chairman of the Board of Directors	THB 70,000	THB 70,000	-
Directors	THB 42,000	THB 42,000	-
<b>Meeting allowance (per attendance / person)</b>			
Board of Directors	None	None	-
<b>Audit Committee</b>			
Chairman of the Audit Committee	THB 20,000	THB 20,000	-
Members of the Audit Committee	THB 20,000	THB 20,000	-
<b>Nomination and Remuneration Committee</b>			
Chairman of the Nomination and Remuneration Committee	THB 20,000	THB 20,000	-
Members of the Nomination and Remuneration Committee	THB 20,000	THB 20,000	-
<b>Sustainability Committee</b>			
Chairman of the Sustainability Committee	THB 20,000	THB 20,000	-
Members of the Sustainability Committee	THB 20,000	THB 20,000	-
<b>Risk Management Committee</b>			
Chairman of the Risk Management Committee	THB 20,000	THB 20,000	-
Members of the Risk Management Committee	None	None	-
<b>Executive Committee</b>	None	None	-

- 1.2) Directors' bonus: 0.5% of the annual cash dividend to be paid to the Company's shareholders from its operating profits for the fiscal year ended 31 March 2025. (For the fiscal year ended 31 March 2024, the Company has no bonus payment for directors' performance). This bonus will be allocated among the directors as deemed appropriate, following approval by the shareholders' meeting. The payment will be made on a pro rata basis.

2) Non-monetary remuneration

Year 2025/26	Year 2024/25
None	None

Details of the directors' remuneration paid for the fiscal year 2024/25 ended 31 March 2025 are set forth in Section 6.3 "Key Performances in Corporate Governance" in the Annual Report 2024/25 (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 ended 31 March 2026

**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 ended 31 March 2026, to review and give opinion on the Company's financial statements:

- 1) Mr. Preecha Arunnara, Certified Public Accountant No. 5800 (who has never signed the Company's financial statements); and/or
- 2) Mr. Vatcharin Pasarapongkul, Certified Public Accountant No. 6660 (who signed the Company's financial statements for the fiscal year ended 31 March 2025); and/or
- 3) Mr. Serm Brisuthikun, Certified Public Accountant No. 9452 (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 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 ended 31 March 2026 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 ended 31 March 2026 in the amount not exceeding THB 3.20 million, an increase of THB 0.1 million from the previous fiscal year.

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

	Fiscal year 2025/26 ended 31 March 2026 (THB million)	Fiscal year 2024/25 ended 31 March 2025 (THB million)
Fee for reviewing quarterly financial statements	1.10	1.10
Fee for auditing annual financial statements	2.10	2.00
<b>Total audit fee</b>	<b>3.20</b>	<b>3.10</b>

The non-audit fee for the fiscal year ending 31 March 2026 will be paid as actually incurred by EY Office Limited and/or its group companies. For the fiscal year 2024/25, the Company and its subsidiaries paid the non-audit fee to the group companies of EY Office Limited in the amount of THB 3 million.

The Company would like to advise that for the fiscal year ending 31 March 2026, the auditors from EY Office Limited and its related company will be the auditors of 16 subsidiaries of the Company. Two subsidiaries have appointed the auditors from another firm as its auditors. The Board of Directors will ensure that the financial statements will be completed within the timeframe. The preliminary audit fee for the Company's subsidiaries for the fiscal year ending 31 March 2026 is approximately THB 12.49 million (For the fiscal year ended 31 March 2025, the audit fee for the Company's subsidiaries was THB 12.24 million, which decreased from the preliminary advised amount of THB 13.48 million.).

**Opinion of the Board of Directors:** The Board of Directors has considered the recommendations of the Audit Committee which has carefully and appropriately considered the matters, and deemed appropriate to propose that the shareholders' meeting approve the appointment of the auditors from EY Office Limited, i.e. Mr. Preecha Arunnara and/or Mr. Vatcharin Pasarapongkul and/or Mr. Serm Brisuthikun as the Company's auditors for the fiscal year ended 31 March 2026 and the determination of the audit fee of the Company in the amount of not exceeding THB 3.20 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 item 9 to Agenda item 11 are related to each other. Therefore, the consideration of Agenda item 9 to Agenda item 11 is conditional and dependent on one another. If any one of these agenda items is not approved by the shareholders' meeting, it shall be deemed that all previously approved agenda items are nullified, and the remaining specified agenda items will not be considered, as they are considered disapproved by the shareholders' meeting.

**Agenda 9** To consider and approve the increase of the Company's registered capital

**Facts and reasons:** The Company made the adjustment of rights, on 11 December 2024, for the VGI Public Company Limited No. 4 (VGI-W4) (the "VGI-W4 Warrants"), as a result of the issuance of new ordinary shares via private placement, where the price per share for the new ordinary shares is set below 90 per cent of the market price per share of the Company's existing ordinary shares pursuant to the VGI-W4 Terms and Conditions. Considering this, the number of shares is not adequate for the exercise of VGI-W4 Warrants. Therefore, the shareholders' meeting is proposed to consider and approve the increase of the Company's registered capital by THB 503,800.00, from the existing registered capital of THB 2,370,280,017.90 to THB 2,370,783,817.90, by issuing 5,038,000 newly issued ordinary shares, with a par value of THB 0.10 per share, to accommodate the adjustment of rights for the VGI-W4 Warrants, as detailed in Capital Increase Report (F53-4) Enclosure 5.

**Opinion of the Board of Directors:** The Board of Directors deemed appropriate to propose that the shareholders' meeting approve the increase of the Company's registered capital by THB 503,800.00 from the existing registered capital of THB 2,370,280,017.90 to THB 2,370,783,817.90, by issuing 5,038,000 newly issued ordinary shares, with a par value of THB 0.10 per share, as detailed above.

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, including abstentions from the calculation base.

**Agenda 10** 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

**Facts and reasons:** To reflect the increase in the Company's registered capital as detailed 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	THB 2,370,783,817.90	(Two billion three hundred seventy million seven hundred eighty-three thousand eight hundred seventeen Baht and ninety Satang)
	Divided into	23,707,838,179 shares	(Twenty-three thousand seven hundred seven million eight hundred thirty-eight thousand one hundred and seventy-nine shares)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into:		
	Ordinary shares	23,707,838,179 shares	(Twenty-three thousand seven hundred seven million eight hundred thirty-eight thousand one hundred and seventy-nine 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 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, including 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 to accommodate the adjustment of rights for the VGI-W4 as detailed in Agenda item 9 above, the shareholders' meeting is proposed to consider and approve the allocation of up to 5,038,000 newly issued ordinary shares, with a par value of THB 0.10 per share, allocated to accommodate the adjustment of rights for the VGI-W4 Warrants; and the delegation of power to the Company's Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to undertake any actions that are necessary for or relevant to such issuance and allocation of the newly issued ordinary shares as appropriate, including signing applications, waiver requests, and any other documents that are necessary for or relevant to such issuance and allocation of the newly issued ordinary shares, contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies, and listing such newly issued ordinary shares as registered securities on the Stock Exchange of Thailand, as well as undertake any other necessary, relevant, and/or related actions concerning the capital increase and the allocation of newly issued ordinary shares to comply with the applicable laws and/or regulations.

Details of the allocation of newly issued ordinary shares of the Company to accommodate the adjustment of rights for the VGI-W4 are set out 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 5,038,000 newly issued ordinary shares of the Company, with a par value of THB 0.10 per share, to accommodate the adjustment of rights for the VGI-W4, and the delegation of authority to the Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to undertake any actions necessary for the allocation of the Company's newly issued ordinary shares as deemed appropriate, as 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 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 2025 Annual General Meeting of Shareholders during the period from 20 December 2024 until 31 March 2025 as per the details published on SET's website and the Company's website on 20 December 2024. Nonetheless, no shareholder proposed any agenda item for this meeting.

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 Monday, 14 July 2025**:



Company Secretary Department  
VGI Public Company Limited  
1000/9 BTS Visionary Park - South Tower, 27th Floor,  
Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

In addition, the Company encourages the shareholders to submit questions that are relevant to the agenda of the 2025 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 Department 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 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

-signature-

Mr. Keeree Kanjanapas  
Chairman of the Board of Directors

**Remarks:**

- 1) The shareholders of the Company can download the invitation to the 2025 Annual General Meeting of Shareholders, other documents, and the Annual Report 2024/25 (56-1 One Report) in electronic format via the Company's website at <https://investor.vgi.co.th/en/shareholders-information/shareholder-meetings> or via QR Code as shown in the Registration Form.
- 2) The Company has set the record date for determining the names of shareholders entitled to attend the shareholders' meeting on 13 June 2025.
- 3) For any queries concerning the 2025 Annual General Meeting of Shareholders, please contact the Company Secretary Department at telephone number 0 2273 8884 ext. 391.



Minutes of the Extraordinary General Meeting  
of Shareholders No. 1/2024, held on 15 October 2024

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024  
VGI Public Company Limited  
15 October 2024

Date, time, and venue

The Extraordinary General Meeting of Shareholders No. 1/2024 (the **"Meeting"**) of VGI Public Company Limited (the **"Company"**) was held on 15 October 2024 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.

Preliminary Proceeding

Mr. Keeree Kanjanapas, the Chairman of the Board of Directors, presided over the Meeting (the **"Chairman"**), and Mrs. Sirithan Singchoowong, Company Secretary, acted as the secretary of the Meeting (the **"Secretary"**).

After that, the Secretary informed the Meeting of general information concerning a number of shares and shareholders of the Company, as follows:

Registered capital	1,433,686,787.80	Baht
Paid-up capital	1,119,451,966.60	Baht
Issued shares	11,194,519,666	shares
Par value per share	0.10	Baht

As of 16 August 2024, the date on which the Company determined the list of shareholders entitled to attend the Meeting (a record date), the Company had 22,616 shareholders in total, comprising Thai nationals of 22,553 shareholders, holding 10,327,163,954 shares, equivalent to 92.25 percent of the Company's total issued shares, and foreign nationals of 63 shareholders, holding 867,355,712 shares in aggregate, equivalent to 7.75 percent of the Company's total issued shares.

There were 194 shareholders present at the Meeting, of whom 141 attended in person and 53 by proxy, holding 8,622,608,587 shares in aggregate, representing 77.0252 percent of the Company's total issued shares. A quorum was, therefore, duly formed according to the Company's Articles of Association, which require at least 25 shareholders attending the meeting in person or by proxy and holding at least one-third of the Company's total issued shares to constitute a quorum.

After the commencement of the Meeting, there were additional shareholders present in person and by proxy. As a result, the number of shareholders attending the Meeting increased from the commencement of the Meeting to 253 shareholders holding altogether 8,623,604,741 shares, or 77.0341 percent of the Company's total issued shares. The Company had adjusted the number of votes of the shareholders attending the Meeting for each agenda item to align with the actual attendance and the Company's good corporate governance practices.

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

**Directors present at the Meeting**

Mr. Keeree Kanjanapas	Chairman of the Board of Directors
Mr. Marut Arthakaivalvatee	Vice Chairman of the Board of Directors/ Member of the Nomination and Remuneration Committee/ Member of the Sustainability 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 Sustainability 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 Sustainability Committee/ Member of the Nomination and Remuneration Committee
Mr. Pisit Serewiwattana	Independent Director/ Chairman of the Nomination and Remuneration Committee/ Member of the Audit Committee

**Directors absent at the Meeting**

Mr. Kiet Srichomkwan <sup>1</sup>	Independent Director/ Chairman of the Risk Management Committee/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee
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There were 8 directors present at the Meeting, equivalent to 88.89 percent of the total number of the Company's directors.

**Executives present at the Meeting**

Mr. Lap Shun Nelson Leung	Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Executive Officer
Mrs. Chitkasem Moo-Ming	Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Financial Officer
Mrs. Oranuch Rujirawona	Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Sales Officer
Mrs. Pitchapaksorn Jit-opas	Billing and Accounting Director
Mrs. Thavithida Rittiprapas	Financial Director

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<sup>1</sup> Mr. Kiet Srichomkwan could not attend the Extraordinary General Meeting of Shareholders No. 1/2024 due to an overseas trip.

### **Advisors present at the Meeting**

Mr. Worawas Wassanont	Avantgarde Capital Company Limited
Ms. Benjawan Tuntichumnankul	Avantgarde Capital Company Limited
Ms. Orawan Pancharoemchai	Avantgarde Capital Company Limited
Mr. Saling Wang-ngam	Avantgarde Capital Company Limited
Mr. Patchara Netsuan	Capital Advantage Company Limited
Ms. Apinya Wongwanichrat	Capital Advantage Company Limited
Mrs. Nirinpat Sangudomlert	Capital Advantage Company Limited
Ms. Phatomol Phisitbuntoon	Wise Equity Legal Counsel Limited
Mr. Paradorn Leosakul	The Capital Law Office Limited
Mr. Teerasak Taweepiyamaporn	UOBKayHian Securities (Thailand) Public Company Limited
Ms. Piyanan Chotekulthanachai	PrimeStreet Advisory (Thailand) Company Limited
Ms. Duangkamol Tanatkatrakul	PrimeStreet Advisory (Thailand) Company Limited
Mr. Likhit Piyawong	PrimeStreet Advisory (Thailand) Company Limited
Mr. Piyaphat Pornpipatphong	PrimeStreet Advisory (Thailand) Company Limited
Ms. Chatchaya Wangthamrong	PrimeStreet Advisory (Thailand) Company Limited

The Secretary informed the Meeting that to promote good corporate governance, Ms. Pitchayaporn Thongkum, a representative from The Capital Law Office Limited, was invited to witness the vote-counting procedure at the Meeting. The Secretary further invited a representative from minority shareholders to witness the vote-counting procedure which Ms. Boonrasri Kerdchoke, a proxy, volunteered to do so.

Further, the Secretary informed the Meeting that the Company used a barcode system to register and count votes in the Meeting; and explained to the Meeting the guidelines for vote casting and counting as detailed in the invitation to the Meeting. Before voting on each agenda, the Company would allow the Meeting to raise questions and express opinions concerning the agenda as appropriate. In case the matter was not related to the agenda under consideration, such matter should be questioned or raised in the agenda to consider other business. The Secretary also informed the Meeting that the Company had published the news via the electronic system of the Stock Exchange of Thailand (the “SET”) on 24 September 2024 to allow the shareholders to submit queries in advance, but no shareholders submitted any queries.

During the meeting, the Company recorded the Meeting as a video under the legal rules and the Company's privacy policy for the purpose of the shareholders' meeting.

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

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

The Chairman welcomed and thanked the shareholders for dedicating their time to attend the Meeting. He informed the meeting that the purpose of today's meeting is to consider three key issues: 1) the issuance and offering of the Company's newly issued ordinary shares to a private

placement; 2) the issuance and allocation of warrants to purchase the newly issued ordinary shares of VGI Public Company Limited No. 4 (VGI-W4) to reduce the impact that may occur to existing shareholders from the private placement transaction; and 3) the disposal of all ordinary shares held by the Company in Roctec Global Public Company Limited ("**ROCTEC**") through a tender offer by BTS Group Holdings Public Company Limited as a result of the restructuring of shareholding within the BTS Group to enhance clarity and effectively support the business objectives of the group.

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

## **Agenda 2      To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders**

The Secretary proposed that the Meeting consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, held on 19 July 2024, as detailed in the copy of the Minutes of the 2024 Annual General Meeting of Shareholders Enclosure 1 which was disseminated to the shareholders together with the invitation to the Meeting.

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

### **Resolution:**

Upon due consideration, the Meeting resolved to certify the Minutes of the 2024 Annual General Meeting of Shareholders, as proposed in all respects, with a simple majority vote of the shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,623,175,911	99.9999
Disapprove	401	0.0000
Abstain	0	-
Void ballot(s)	0	0.0000
Total (216 persons)	8,623,176,312	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

Before proceeding to the next agenda, the Secretary informed the Meeting that Agenda item 3 to Agenda item 10 are related to each other. Therefore, the consideration of Agenda item 3 to Agenda item 10 is conditional and dependent on one another. If any one of these agenda items is not approved by the shareholders' meeting, it shall be deemed that all previously approved agenda items are nullified, and the remaining specified agenda items will not be considered, as they are considered disapproved by the shareholders' meeting.

## **Agenda 3      To consider and approve the issuance and offering of ordinary shares of the Company via private placement**

The Secretary invited Mrs. Chitkasem Moo-Ming, Chief Financial Officer, to present details to the Meeting.



Mrs. Chitkasem Moo-Ming, Chief Financial Officer, informed the Meeting that the Company would like to raise funds to invest in projects related to various business areas and/or to expand upon its existing business operations, which include media and entertainment business, digital services business, and distribution business due to the imminent expiration of its main revenue-generating agreements on granting the right to manage advertising space within 5 years, which is set to expire in December 2029. At the same time, the Company was simultaneously contacted by the 4 investors, in which they are particularly interested in listed companies on the Stock Exchange of Thailand (the "SET") that engaged in diverse business activities and those with a perspective of expanding existing businesses into related new venture, in which the companies under consideration must exhibit good corporate governance.

Therefore, the Company would like to issue and offer ordinary shares of the Company via private placement, totalling not exceeding 8,805,480,334 shares, with a par value of THB 0.10 per share and at the offering price of THB 1.50 per shares. This represents a total offering value of THB 13,208,220,501.00 to 4 investors, representing 44.03 percent of the total issued shares after the capital increase, as follows:

1. CAI Optimum Fund VCC for the purpose of EDH Investments, with CAI Optimum Fund VCC as the master fund, managed by Capital Asia Investments PTE. LTD., totalling 2,900,000,000 shares, representing 14.50 percent of the total issued shares after the capital increase. The value of the offering of newly issued shares equals THB 4,350,000,000.00.
2. Si Suk Alley Limited, with ASM Connaught House Fund V LP as the master fund, managed by Argyle Street Management Limited, totalling 2,805,480,334 shares, representing 14.03 percent of the total issued shares after the capital increase. The value of the offering of newly issued shares equals THB 4,208,220,501.00.
3. Opus-Chartered Issuances S.A., which is provided with basket advisory services by Chartered Investment Managers Pte. Ltd., totalling 2,200,000,000 shares, representing 11.00 percent of the total issued shares after the capital increase. The value of the offering of newly issued shares equals THB 3,300,000,000.00.
4. THAI IR Ltd. which is a special-purpose vehicle (SPV) for investment of Asean Bounty, managed by Finansia Investment Management, totalling 900,000,000 shares, representing 4.50 percent of the total issued shares after the capital increase. The value of the offering of newly issued shares equals THB 1,350,000,000.00.

In this respect, to ensure that the shareholding by Si Suk Alley Limited Fund and THAI IR Ltd. do not violate the foreign shareholding restrictions of the Company, the Company will allocate 200,000,000 shares, divided from the number of shares allocated by Si Suk Alley Limited and THAI IR Ltd. 100,000,000 shares each, to Trinity Securities Company Limited, acting as the Initial Purchaser. The Initial Purchaser will then sell or transfer these shares to Si Suk Alley Limited and THAI IR Ltd. 100,000,000 shares, allowing the funds to hold the shares in the form of Non-Voting Depositary Receipt ("NVDR"), of which the details of allocation are shown in agenda item 9.1.

Si Suk Alley Limited and THAI IR Ltd., in their capacity as investors, will enter into an agreement with Trinity Securities Company Limited ("**Trinity**"). The key provisions are as follows:

1. Trinity shall be responsible for subscribing to newly issued ordinary shares of the Company in the specified amount. Trinity will receive funds from Si Suk Alley Limited and THAI IR Ltd. in the form of advance payments to cover the subscription cost of the shares, and such advance payments will be interest-free.
2. Once Trinity has received the allocation of the newly issued ordinary shares of the Company, it shall be responsible for selling or transferring said shares to Si Suk Alley Limited and THAI IR Ltd. in the form of NVDR, no later than the first trading day of newly issued ordinary shares on the Stock Exchange of Thailand (the "**SET**").
3. During the period from the allocation of the newly issued ordinary shares to Trinity until the date Trinity sells or transfers these shares to Si Suk Alley Limited and THAI IR Ltd., Trinity must retain the allocated shares in its own name as the Initial Purchaser, separate from its investment assets.

Furthermore, the Company will monitor to ensure that the allocation of newly issued ordinary shares does not violate the foreign ownership restrictions applicable to the Company.

CAI Optimum Fund VCC for the purpose of EDH Investments, Si Suk Alley Limited, Opus-Chartered Issuances S.A., and THAI IR Ltd. (collectively, the "**Investors**"), as well as investors in the aforementioned funds, the fund's directors, the fund managers, and the fund managers' affiliated companies, including the master funds of the investors (as the case may be), have no relationship with other investors in the nature of a concert party or any relationship that would constitute a concert party or any related parties under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), which would impose obligations under Sections 246 and 247 of the same Act. Therefore, CAI Fund, Si Suk Fund, Opus SV and THAI IR Ltd. Fund are not obligated to submit a tender offer for all securities of the Company after the acquisition of the newly issued ordinary shares of the Company.

Moreover, the Investors, as well as the fund's directors, the fund managers, and the fund managers' affiliated companies, including the master funds of the investors (as the case may be), have no relationship with the Company that would classify as an associate or related party person of the Company, nor do they have any connection with directors, executives, and major shareholder of the Company.

In addition, CAI Optimum Fund VCC and Opus-Chartered Issuances S.A. Fund will have the right to nominate individuals to serve as directors of the Company, 1 person each, totalling 2 persons.

In this regard, the additional details of the Investors can be found in agenda item 9 and the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares via Private Placement of VGI Public Company Limited **Enclosure 2** which was disseminated to the shareholders together with the invitation to the Meeting.

In this respect, the issuance and offering of newly issued shares via private placement aligns with the internal restructuring of BTS Group Holdings Public Company Limited ("**BTS**"). The restructuring includes the acquisition of securities of Roctec Global Public Company Limited ("**ROCTEC**") and Rabbit Holdings Public Company Limited ("**RABBIT**"), through a conditional voluntary tender offer prior to the tender offer. The aim is to further clarify the business structure of each company, specifically: (1) ROCTEC, which specialises in ICT solutions, and (2) RABBIT, which focuses on real estate development and investment both domestically and internationally, as well as financial services. The business models of ROCTEC and RABBIT do not conflict with the Company's current business operations, which remain centred on media and entertainment, digital services, and

distribution. Therefore, the Company intends to invest in projects related to and/or extending its existing business.

Initially, the Company plans to utilise the proceeds from this capital increase to invest in projects in relation to Virtual bank ("**Virtual Bank**") due to experience in finance and digital services through Rabbit Card and Rabbit Cash, and excels in integrating financial, data, and technological capabilities. Additionally, the potential Partners involved in the licensing negotiations are highly capable investors. The Company views having additional capital as a crucial factor and a significant opportunity to enhance confidence among Partners in this project. However, if the Company and Partners do not obtain a Virtual Bank license or if there are remaining funds from the project, the Company will invest the remaining capital in other projects related to media and entertainment, and potentially other related or extending businesses, including media and entertainment, digital services, and distribution. In addition, the Company will invest in developing and enhancement of entertainment systems in the Skytrain and various locations to modernise the services and provide greater convenience to customers utilising the Skytrain services. Furthermore, The Company will utilise the investment funds to expand the business of its subsidiaries, i.e. Bangkok Smartcard System Company Limited ("**BSS**") and BSS Holdings Company Limited ("**BSSH**") which also has plans to expand Rabbit Cash, and therefore continues to seek financial support from the Company due to the policy of avoiding external bank loans for business expansion. In this regard, should there be certainty regarding the outcomes of the selection process for Virtual Bank operators by the Bank of Thailand and the Ministry of Finance, the Company will duly disclose further information to its investors. Nevertheless, should the Company have surplus funds remaining from the investment in the aforementioned project, it will allocate these funds to support the working capital needs of the Company and its subsidiaries.

The capital increase will enable the Company to raise funds within a short period and reduce the burden of investment on existing shareholders via capital increase. In this regard, existing shareholders will benefit from the capital derived from the Company's capital increase which aims at future business expansion. The Board of Directors anticipates that the issuance and offering of newly issued shares to investors, as well as the receipt of proceeds from this capital increase, will be completed within the timeframe specified in the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended) (the "**TorJor. 28/2565 Notification**") and as approved by the shareholders' meeting, by the fourth quarter of 2024. The Company plans to utilise the proceeds from this capital increase for investments in the aforementioned project within 12 to 24 months from the date of payment receipt.

When comparing the benefits shareholders would receive from the issuance and offering of newly issued shares via private placement, the Board of Directors views it as a business expansion by harnessing revenue from sources beyond mass transit advertising. This reduces the risk of the Company potentially losing the agreements on granting the right to manage advertising space renewal for mass transit advertising. The Company's investment criteria stipulate a minimum return on investment of 12 percent, deeming it a worthwhile investment for shareholders compared to the impact on shareholders' voting rights, which is projected to decrease by 41.69 percent. Therefore, the proposed offering of newly issued ordinary shares is deemed more beneficial to shareholders than the impact resulting from the reduction in shareholders' voting rights. This is because the Company will receive funds to expand its investments, enhancing its ability to generate future revenues for the overall benefit of shareholders. This move also increases the Company's capability and confidence in conducting its business operations to stakeholders and financial institutions.

In this regard, the offering of newly issued ordinary shares constitutes a material offering of newly issued shares via private placement as specified in the TorJor. 28/2565 Notification as this offering of newly issued ordinary shares via private placement transaction has a control dilution effect of more than 25 percent of the paid-up share of the Company. The offering of newly issued ordinary shares is the offer of shares at a price set explicitly by the Company's Board of Directors for consideration at the shareholders' meeting. The offering price per share is THB 1.50, with a total value not exceeding THB 13,208,220,501.00. This offering price represents a discount of 4.63 percent from the market price, which does not exceed 10 percent from the market price. The price is determined through negotiations between the investors and the Company. The offering of newly issued shares via Private Placement is subject to satisfactory conclusion of the terms and conditions of subscriptions (such as payment terms) between each of the investors and the Company as well as satisfactory due diligence on the Company by the relevant investors and the definitive subscription agreement being executed and delivered between the relevant investors and the Company. Moreover, the proposed offering price closely aligns with the volume-weighted average price of the Company's ordinary shares on the SET over the preceding 7 consecutive trading days prior to the date of the meeting of the Board of Directors which approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve this issuance and offering of newly issued ordinary shares of the Company via private placement, which amounts to THB 1.57 per share.

Therefore, the offering price does not constitute an offering of shares at a price lower than the market price according to TorJor. 28/2565 Notification. The "market price" is calculated based on the volume-weighted average price of the Company's ordinary shares on the SET over the preceding 7 consecutive trading days prior to the date of the meeting of the Board of Directors which approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve this issuance and offering of newly issued ordinary shares of the Company via private placement, which is from 19 July 2024 to 31 July 2024, equal to THB 1.57 per share. (information from SETSMART at [www.setsmart.com](http://www.setsmart.com))

In addition, the aforementioned offering of newly issued ordinary shares via private placement does not constitute connected transactions under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (the "**Connected Transaction Notifications**").

The details were as shown in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares via Private Placement of VGI Public Company Limited Enclosure 2 and the Independent Financial Advisor Report regarding the Issuance and Offering of Newly Issued Ordinary Shares of the Company via Private Placement Enclosure 3 which were disseminated to the shareholders together with the invitation to the Meeting.

The Board of Directors has considered and determined that it was necessary for the Company to invest in projects related to or complementary to its existing business due to the expiration of the agreements on granting the right to manage advertising space in 5 years and the Company has received interest from investors who are both potential and financially strong. The capital increase through the issuance and offering of shares via private placement could be completed within a short period, specifically by the fourth quarter of 2024. Furthermore, existing shareholders will benefit from the capital derived from the Company's capital increase which aims at future business expansion, diversifying revenue sources beyond the advertising media on the Skytrain system and reducing the risk of not being able to renew the agreements on granting the right to manage advertising space on the Skytrain. The Company's investment criteria stipulate a minimum return on investment of 12 percent, deeming it a worthwhile investment for shareholders compared to the impact on shareholders' voting rights, which is projected to decrease by 41.69 percent. Therefore, the proposed

offering of newly issued ordinary shares is deemed more beneficial to shareholders than the impact resulting from the reduction in shareholders' voting rights.

In this regard, the Company has determined the offering price through negotiations with the Investors, based on the volume-weighted average price (the "VWAP") of the Company's ordinary shares on the SET over a period of 30 to 120 consecutive trading days prior to the Board of Directors' Meeting on 1 August 2024. It was observed that 90 percent of the VWAP was lower than the offering price of THB 1.50 per share. Additionally, this offering price is close to the VWAP of the Company's ordinary shares on the SET over the past 7 consecutive trading days, which is THB 1.57 per share. Therefore, the Board of Directors has determined that the offering price is appropriate.

It was, therefore, proposed to the shareholders' meeting to consider and approve the issuance and offering of ordinary shares of the Company via private placement as detailed above.

Later, the Secretary invited the independent financial advisor (the "IFA") from Avantgarde Capital Company Limited by Ms. Benjawan Tuntichumnankul to present the IFA's opinions to the Meeting, which could be summarised as follows:

#### Appropriateness of the Offering Price

The IFA evaluated this price falls within the fair value range using the Adjusted Book Value Approach and the Sum-of-the-Parts Method, which yielded a value range of THB 1.47 to THB 1.75 per share. Therefore, the offering price of THB 1.50 per share is appropriate.

#### Reasonableness of the Transaction

The advantages of the transaction are: 1) The Company will receive payment for the shares in cash and the price falls within the fair value as well as the Company could raise a capital within a short timeframe without incurring debt or interest, and under favourable conditions.; 2) The transaction will enable the Company to acquire business partners/allies who will support the Company's operations and growth potential; and 3) The Company will have capital available for expanding investments in the Virtual Banking sector and its existing and related business, which will help mitigate the risk of relying on advertising management contracts within the BTS Skytrain network and support the Company's operation continuously and sustainably.

However, the shareholders should consider the disadvantages and risks of the transaction, which are the dilution effect, potential risks from future business operations, which may cause the return on investment to be unexpected, as well as the risk that investors may have the right to object to resolutions passed at special shareholder meeting.

#### Appropriateness of Issuance and Offering of Shares

The four investors are potential and qualified funds, and the IFA has reviewed the terms and conditions in the MOU and found that they are reasonable and in the interests of the Company and investors.

### Appropriateness of Utilisation of Funds

The IFA believes that this is an expansion of the Company's revenue base to new sources of revenue, as well as to reduce the risk of income dependence from advertising management contracts within the BTS Skytrain network, which will expire in December 2029, and to support the growth of the Company's existing businesses, subsidiaries, and related businesses so that the business can continue to operate continuously and sustainably.

In considering the rationale of the transaction, including the advantages, disadvantages, risks, and benefits of the share offering to investors, as well as the planned use of the funds from the share offering and the reasonableness of the price and terms of the share offering mentioned above, the issuance and offering of additional common shares through a private placement is deemed appropriate. Shareholders are advised to approve the transaction.

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

#### **Resolution:**

Upon due consideration, the Meeting resolved to approve the issuance and offering of ordinary shares of the Company via private placement, not exceeding 8,805,480,334 shares, with a par value of THB 0.10 per share and at the offering price of THB 1.50 per shares to 4 investors, as proposed in all respects, with a vote of not less than three-fourths of the total number shareholders who attended the meeting and were entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,582,389,528	99.5234
Disapprove	40,892,373	0.4741
Abstain	205,500	0.0023
Void ballot(s)	0	0.0000
Total (246 persons)	8,623,487,401	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

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

<b>Query</b>	Ms. Arunrat Chuchairunglert enquired about the appropriateness of the offering price of ordinary shares to private placement of THB 1.50 per share, which is lower than the Company's current share price, and the credibility of Si Suk Alley Limited, given that it is a fund with a registered capital of only 1 US dollar.
<b>Response</b>	Mr. Keeree Kanjanapas, Chairman of the Board of Directors, clarified that the appropriateness of the offering price has been determined in accordance with the criteria set by the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, the reasonableness of the price has



	been carefully considered by the independent financial advisor. The Board of Directors evaluated the credibility of the fund not only based on the registered capital, but also on other factors such as payment capability, investor experience and capabilities, trustworthiness, and investment ability, among others.
<b>Query</b>	<p>Ms. Busakorn Ngam-pasuthadon asked the questions as follows:</p> <ol style="list-style-type: none"> <li>1. Will the four funds, in addition to their shareholding in the Company, have any form of synergy with the Company, and how will both the funds and the Company benefit each other?</li> <li>2. Is there a specific agreement between the Company and funds that allows for withdrawal from the Company if the share price does not meet expectations? If funds are permitted to withdraw from the Company, is there a specific share price set aside for this purpose?</li> <li>3. Does the Company have a plan to support the business in the event that it does not receive the license for Virtual Bank?</li> </ol>
<b>Response</b>	<p>Mr. Keeree Kanjanapas, Chairman of the Board of Directors, clarified that:</p> <ol style="list-style-type: none"> <li>1. The Company believes that synergy between the funds and the Company will occur in the future and support the Company's business in the right direction.</li> <li>2. The Company does not have any binding agreement with the funds. Therefore, the withdrawal is their right. However, the Company believes that the investment of funds will be long-term and support the Company's growth in the future.</li> <li>3. The Company has already set up a plan in the event that it does not receive the license for Virtual Bank.</li> </ol>

**Agenda 4**      To consider and approve the issuance and allocation of warrants to purchase newly issued ordinary shares of VGI Public Company Limited No. 4 (VGI-W4) to existing shareholders on a pro rata basis to their shareholdings (Right Offering), at no cost

The Secretary informed the Meeting that following the issuance and offering of ordinary shares of the Company via private placement, as detailed in the Agenda 3, which may affect the shareholding proportion of the existing shareholders, the Company would like to issue and allocate warrants to purchase newly issued ordinary shares of VGI Public Company Limited No. 4 (VGI-W4) (the “**VGI-W4 Warrants**”) to all existing shareholders, excluding the private placement investors, on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, to compensate existing shareholders who may be affected by the issuance and offering of ordinary shares of the Company via private placement.

It is, therefore, deemed appropriate to propose that the shareholders’ meeting consider and approve the issuance and allocation of the VGI-W4 Warrants, totalling not exceeding 1,119,451,967 units, to existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering), at no cost with an allocation ratio of 10 existing ordinary shares to 1 unit of the VGI-W4 Warrants. (in calculating the rights of each shareholder to be allocated with the VGI-W4 Warrants,

any fractional shares resulting from the allocation ratio will be rounded down) and an exercise ratio of 1 unit of the VGI-W4 Warrants will be entitled to purchase 1 ordinary share with an exercise price of THB 1.50 per share, which is the same share price as issuing and offering to the private placement investors.

This issuance and allocation of VGI-W4 will result in a total capital raised of not exceeding THB 1,679 million upon exercising the warrants to purchase ordinary shares of the Company. The Company intends to use the funds to prepare for and strengthen its financial position, thereby enhancing its financial flexibility to undertake future projects and reserving as the Company's working capital.

In this respect, the Company has determined the date for determination of the names of shareholders who are entitled to be allocated the VGI-W4 Warrants (Record Date) on 16 August 2024.

In addition, the shareholders' meeting was proposed to consider and approve the delegation of authority to the Board of Directors or the Executive Committee or any person designated by the Board of Directors or the Executive Committee:

- (1) to determine and amend the terms and other necessary and appropriate details related to the issuance and allocating of the VGI-W4 Warrants to purchase newly issued ordinary shares such as issuance date, details for allocation, allocation method, exercise period, expiration date, etc.;
- (2) to execute all necessary applications and documentation required for the issuance of the VGI-W4 Warrants, including correspondence and submission of such application, waiver or documents to relevant government or regulatory agencies concerning the issuance of the Warrants and their listing on the SET; and
- (3) to take any actions deemed necessary and appropriate in relation to the issuance and allocation of the Warrants.

The details were as shown in the Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of VGI Public Company Limited No. 4 (VGI-W4) Enclosure 4 which was disseminated to the shareholders together with the invitation to the Meeting.

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

#### **Resolution:**

Upon due consideration, the Meeting resolved to approve the issuance and allocation of warrants to purchase newly issued ordinary shares of VGI Public Company Limited No. 4 (VGI-W4) ("**VGI-W4 Warrants**") at the amount not exceeding 1,119,451,967 units, to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering), at no cost. The existing shareholders of the Company will be allocated the warrants at the ratio of 10 existing ordinary shares to 1 unit of the VGI-W4 Warrants. The VGI-W4 Warrants have an exercise ratio of 1 unit of the warrant will be entitled to purchase 1 ordinary share with an exercise price of THB 1.50 per share. The Meeting also resolved to approve the delegation of authority to the Board of Directors or the Executive Committee or any person designated by the Board of Directors or the Executive Committee to consider and determine any necessary and related details concerning the issuance and allocation of the VGI-W4 Warrants, as proposed in all respects. The resolution was passed with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,611,031,780	99.8567
Disapprove	12,349,631	0.1432
Abstain	106,000	-
Void ballot(s)	0	0.0000
Total (247 persons)	8,623,487,411	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

#### Agenda 5 To consider and approve the decrease of the Company's registered capital

The Secretary informed the Meeting that the Company would like to increase the Company's registered capital to accommodate the issuance and offering of ordinary shares of the Company via private placement and the issuance and allocation of warrants to purchase newly issued ordinary shares of VGI Public Company Limited No. 4 (VGI-W4) as proposed in agenda item 3 and agenda item 4 including agenda item 9 which will be further presented. However, Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) states that public limited companies may conduct capital increase by issuing new shares if all the shares of the company have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant, the Company has 559,000,000 authorised but unissued shares with a par value of THB 0.10 which are allocated for the offering via private placement according to the capital increase plan of the Company under general mandate approved by the 2024 Annual General Meeting of the Company dated 19 July 2024, and the Company have not allocated the said shares.

Therefore, the shareholders' meeting was proposed to consider and approve the decrease of the Company's registered capital, totalling THB 55,900,000.00, from the existing registered capital of THB 1,433,686,787.80 to THB 1,377,786,787.80 by cancelling 559,000,000 authorised but unissued shares of the Company, with a par value of THB 0.10 per share. In this respect, the Company will have a registered capital of THB 1,377,786,787.80 consisting of 13,777,867,878 shares, with a par value of THB 0.10, comprising of:

- (1) 11,194,519,666 issued and fully paid ordinary shares with a par value of THB 0.10 per share; and
- (2) 2,583,348,212 unissued ordinary shares with a par value of THB 0.10 per share, allocated for the exercise of rights under the warrants to purchase newly issued ordinary shares of VGI Public Company Limited No. 3 (VGI-W3).

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

#### Resolution:

Upon due consideration, the Meeting resolved to approve the decrease of the Company's registered capital, totalling THB 55,900,000.00, from the existing registered capital of THB 1,433,686,787.80 to THB 1,377,786,787.80, by cancelling 559,000,000 authorised but unissued shares of the Company, with a par value of THB 0.10 per share, as proposed in all respects, with a vote of not less than three-fourths of the total number shareholders who attended the meeting and were entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,621,334,911	99.9749
Disapprove	2,058,500	0.0238
Abstain	97,500	0.0011
Void ballot(s)	0	0.0000
Total (249 persons)	8,623,490,911	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

**Agenda 6** To consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital

The Secretary informed the Meeting that to reflect the decrease of the Company's registered capital as detailed in Agenda 5 above, the shareholders' meeting was 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	THB 1,377,786,787.80	(One billion, three hundred seventy-seven million, seven hundred eighty-six thousand seven hundred eighty-seven Baht and eighty Satang)
	Divided into	13,777,867,878 shares	(Thirteen billion, seven hundred seventy-seven million, eight hundred sixty-seven thousand, eight hundred seventy-eight shares)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into:		
	Ordinary shares	13,777,867,878 shares	(Thirteen billion, seven hundred seventy-seven million, eight hundred sixty-seven thousand, eight hundred seventy-eight shares)
	Preferred shares	- shares	( - )"

In this regard, it was 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.

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

## Resolution:

Upon due consideration, the Meeting resolved to approve the amendment to Clause 4. of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital and the delegation of 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, as proposed in all respects, with an affirmative vote of not less than three-fourths of the total number of shareholders attended the Meeting and entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,621,330,951	99.9749
Disapprove	2,058,460	0.0238
Abstain	105,500	0.0012
Void ballot(s)	0	0.0000
Total (250 persons)	8,623,494,911	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

## Agenda 7 To consider and approve the increase of the Company's registered capital

The Secretary informed the Meeting that the Company would like to increase the Company's registered capital to accommodate (1) the issuance and offering of ordinary shares of the Company via private placement and (2) the exercise of rights of the VGI-W4 Warrants. In this regard, the shareholders' meeting was proposed to consider and approve the increase of the Company's registered capital by THB 992,493,230.10 from the existing registered capital of THB 1,377,786,787.80 to THB 2,370,280,017.90 by issuing not exceeding 9,924,932,301 shares, with a par value of THB 0.10 to accommodate (1) the issuance and offering of ordinary shares of the Company via private placement, totalling not exceeding 8,805,480,334 shares and (2) the exercise of rights of the VGI-W4 Warrants, totalling not exceeding 1,119,451,967 shares as detailed in the Capital Increase Report Form (F53-4) Enclosure 5 which was disseminated to the shareholders together with the invitation to the Meeting.

In light of this, the Board of Directors considered reasons, necessity, proceeds utilisation 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 and viewed that the increase of the Company's registered capital would provide a more stable source of funding and improved financial liquidity, enabling the Company to be better prepared and more flexible in executing its future investment plans in a timely manner. This will enhance the Company's opportunities to generate revenue and profit, ultimately allowing it to deliver favourable returns to shareholders over the long term. Furthermore, the capital increase will incur lower fundraising costs compared to securing funds through borrowing from financial institutions and will help maintain a low debt-to-equity ratio. Considering the anticipated benefits and impacts on the Company's business operations from the capital increase, the Board of Directors deems it necessary and appropriate.

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 Public Limited Companies Act B.E. 2535. 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 Securities and Exchange Act.

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

#### Resolution:

Upon due consideration, the Meeting resolved to approve the increase of the Company's registered capital by THB 992,493,230.10, from the existing registered capital of THB 1,377,786,787.80 to THB 2,370,280,017.90, by issuing not exceeding 9,924,932,301 shares, with a par value of THB 0.10 to accommodate (1) the issuance and offering of ordinary shares of the Company via private placement, totalling not exceeding 8,805,480,334 shares and (2) the exercise of rights of the VGI-W4 Warrants, totalling not exceeding 1,119,451,967 shares, as proposed in all respects, with a vote of not less than three-fourths of the total number shareholders who attended the meeting and were entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,594,791,683	99.6671
Disapprove	28,613,228	0.3318
Abstain	90,000	0.0010
Void ballot(s)	0	0.0000
Total (250 persons)	8,623,494,911	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

#### Agenda 8 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

The Secretary informed the Meeting that to reflect the increase of the Company's registered capital as detailed in Agenda 7 above, the shareholders' meeting was 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	THB 2,370,280,017.90	(Two billion, three hundred seventy million, two hundred eighty thousand, seventeen Baht and ninety Satang)
	Divided into	23,702,800,179 shares	(Twenty-three billion, seven hundred two million, eight hundred thousand, one hundred seventy-nine shares)
	Par value per share	THB 0.10	(Ten Satang)
	Divided into:		

Ordinary shares	23,702,800,179	(Twenty-three billion, seven hundred two million, eight hundred thousand, one hundred seventy-nine shares)
Preferred shares	- shares	( - )"

In this regard, it was 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.

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

#### Resolution:

Upon due consideration, the Meeting resolved to approve the amendment to Clause 4. of the Company's Memorandum of Association to reflect the increase of the Company's registered capital and the delegation of 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, as proposed in all respects, with an affirmative vote of not less than three-fourths of the total number of shareholders attended the Meeting and entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,600,975,149	99.7388
Disapprove	22,429,762	0.2601
Abstain	90,000	0.0010
Void ballot(s)	0	0.0000
Total (250 persons)	8,623,494,911	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

#### **Agenda 9      To consider and approve the allocation of the Company's newly issued ordinary shares**

The Secretary informed the Meeting that as the Company is increasing its registered capital as detailed in agenda item 7 above, the shareholders' meeting was proposed to consider and approve allocation of up to 9,924,932,301 shares, with a par value of THB 0.10 per share. The details were as follows:

#### **Agenda 9.1      To consider and approve the allocation of newly issued ordinary shares of the Company via private placement, totalling not exceeding 8,805,480,334 shares, with a par value of THB 0.10 per share**

The Secretary informed the Meeting that as the Company would like to issue and offer the ordinary shares of the Company via private placement, totalling not exceeding 8,805,480,334 shares, with a par value of THB 0.10 per share, as detailed in the Agenda 3 above, the shareholders' meeting was

proposed to consider and approve the allocation of newly issued ordinary shares of the Company via private placement as follows:

1. Allocating 2,900,000,000 newly issued ordinary shares, with a par value of THB 0.10 per share, to CAI Optimum Fund VCC for the purpose of EDH Investments which is managed by Capital Asia Investments PTE. LTD., at the offering price of THB 1.50;
2. Allocating 2,705,480,334 newly issued ordinary shares, with a par value of THB 0.10, to Si Suk Alley Limited which is managed by Argyle Street Management Limited, at the offering price of THB 1.50.
3. Allocating 2,200,000,000 newly issued ordinary shares, with a par value of THB 0.10, to Opus-Chartered Issuances S.A. which is provided with basket advisory services by Chartered Investment Managers Pte. Ltd., at the offering price of THB 1.50;
4. Allocating 800,000,000 newly issued ordinary shares, with a par value of THB 0.10, to THAI IR Ltd. which is a special-purpose vehicle (SPV) for investment of Asean Bounty, managed by Finansia Investment Management, at the offering price of THB 1.50; and
5. Allocating 200,000,000 newly issued ordinary shares, with a par value of THB 0.10, to Trinity Securities Company Limited ("**Trinity**") acting as the Initial Purchaser for Si Suk Alley Limited and THAI IR Ltd., at the offering price of THB 1.50.

In this respect, to ensure that the shareholding by Si Suk Alley Limited and THAI IR Ltd. do not violate the foreign shareholding restrictions of the Company, the Company will allocate a portion of the shares to Trinity acting as the Initial Purchaser for Si Suk Alley Limited and THAI IR Ltd. The Initial Purchaser will then sell or transfer these shares to Si Suk Alley Limited and THAI IR Ltd. at 100,000,000 shares each allowing Si Suk Alley Limited and THAI IR Ltd. to hold the shares in the form of Non-Voting Depositary Receipt ("**NVDR**").

After Trinity sells or transfers 100,000,000 shares to Si Suk Alley Limited, Si Suk Alley Limited will hold a total of 2,805,480,334 shares, divided into 2,705,480,334 shares issued and allocated directly by the Company and 100,000,000 shares acquired from Trinity in the form of NVDR.

After Trinity sells or transfers 100,000,000 shares to THAI IR Ltd., THAI IR Ltd. will hold a total of 900,000,000 shares, divided into 800,000,000 shares issued and allocated directly by the Company and 100,000,000 shares acquired from Trinity in the form of NVDR.

The details were as shown in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares via Private Placement of VGI Public Company Limited Enclosure 2 which was disseminated to the shareholders together with the invitation to the Meeting.

In addition, the shareholders' meeting was proposed to authorise the Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to consider and undertake all necessary, relevant, and/or related matters regarding the capital increase and the allocation of newly issued ordinary shares of the Company, including but not limited to the following matters:

- (1) determine the terms and details related to the allocation of newly issued ordinary shares and warrants, including but not limited to the allocation of all newly issued ordinary shares at once or in portions, the offering period, subscription, payment for shares, as well as establishing any other terms and details related to the allocation of newly issued ordinary shares. In this regard,



the aforementioned delegation does not extend to the authority to amend or alter the offering price;

- (2) negotiate, agree, enter into, sign, and amend any documents and agreements necessary, relevant, and/or in relation to the Company's capital increase and allocation of newly issued ordinary shares, including considering the appointment of financial advisors, legal advisors, and any other service providers to undertake any actions related to the capital increase and the methods for the allocation of newly issued ordinary shares;
- (3) sign approval applications, requests for waivers, notices, any instruments or documents related to the capital increase and the allocation of newly issued ordinary shares, including certifying related documents, contacting, submitting, and/or receiving documents from officials or representatives of any relevant agencies, as well as registering the newly issued ordinary shares as listed securities on the SET;
- (4) amend the allocation method of the newly issued ordinary shares including any documents related to the allocation of such newly issued ordinary shares; and
- (5) undertake any other necessary, relevant, and/or related actions concerning the capital increase and the allocation of newly issued ordinary shares to comply with the applicable laws and/or regulations.

The details were as shown in the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares via Private Placement of VGI Public Company Limited Enclosure 2 and the Capital Increase Report Form (F53-4) Enclosure 5 which was disseminated to the shareholders together with the invitation to the Meeting.

In this regard, the Board of Directors evaluated criteria for allocating shares via private placement, considering investors with potential financial capacity, whether natural persons or legal entities primarily assessed based on their financial strength. Evaluation criteria included payment capability, as well as investor experience and capabilities. Furthermore, the Company has reviewed their qualifications, focusing on the potential, size of the master fund, as well as the experience and expertise of the fund manager. Consequently, although some of the sub-funds may be newly established, the purpose of establishing these sub-funds is that each may have different risk management policies. The decision to establish sub-funds for investment is therefore a means of managing risk and the investment portfolio in line with the policies of the master fund and the fund managers. Therefore, the Board of Directors viewed that the 4 selected investors are investors in companies with a proven track record of operational performance, potential, and stability including strong financial status by considering proofs of fund or financial statements of the master fund / sub-fund. The Company has reviewed their qualifications and finds them well-prepared in terms of investment readiness and possessing strong financial status. This enables the Company to secure the necessary capital for developing the project or co-investing with other investors to enhance revenue streams beyond mass transit advertising. It also mitigates the risk of losing the right to manage advertising space upon expiration, while boosting the Company's operational capabilities and confidence among stakeholders and financial institutions. The Investors will bring knowledge, expertise, and experience to support and expand the Company's business plans. The Company recognizes growth potential and future revenue opportunities, benefiting shareholders collectively. Additionally, having business Partners interested in investing in and holding shares of the Company enhances its corporate image and increases attractiveness to other potential investors. Additionally, the Company anticipates that it will benefit from further guidance and advantages provided by the investors, leveraging their diverse and credible business networks. Furthermore, Investors can support the Company by facilitating access to partners or affiliates of funds seeking investment opportunities in assets within the Asia-Pacific region. Investors will create long-term value and provide reasonable returns, such as by enhancing the value chain of VGI through the Partners' networks and expanding business globally. Moreover, the Company can leverage expertise and technology in financial services of the Investors' partners to further develop its digital business.

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

#### Resolution:

Upon due consideration, the Meeting resolved to approve the allocation of newly issued ordinary shares of the Company, totalling not exceeding 8,805,480,334 shares, with a par value of THB 0.10 to accommodate the offering of shares via private placement, and the delegation of authority to the Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to undertake any actions necessary for and relevant to the allocation of the Company's newly issued ordinary shares, as proposed in all respects, with a vote of not less than three-fourths of the total number shareholders who attended the meeting and were entitled to vote, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,582,827,230	99.5271
Disapprove	40,770,931	0.4727
Abstain	6,580	0.0000
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

#### Recommendations / queries / responses

<b>Query</b>	<p>Mr. Sakchai Sakulsrिमontree enquired as summarised below:</p> <p>Did the four funds have set an investment period for the Company, whether it is a short-term or long-term investment? How long will it take for the funds raised from the capital increase to be returned to the Company? Will the Company increase its registered capital in the future? Has the Company predicted the period for the break-even point?</p>
<b>Response</b>	<p>Assoc. Prof. Jaruporn Viyanant, independent director, clarified that the Company will receive money in the form of an increase in registered capital from this private placement transaction, allowing the Company to have cash in hand to carry out various businesses as notified in the invitation letter. The payback period or break-even point cannot be determined at this time. However, we would like shareholders to know that the Company operates with good governance and focuses on sustainability. These have been proved with the first ranking in the world for sustainability under the media, movies, and entertainment industry, by S&amp;P Global, for the second consecutive year, which reflects the Company's transparent business operations and the confidence of the four funds to invest in the Company for the long term.</p>

Response	Mr. Worawas Wassanont, independent financial advisor, clarified that the payback period is difficult to explain at the moment. The IFA would like to provide the information in the case of operating a virtual bank compared to commercial banks with existing branches and the same registered capital. It will be found that there is no difference in return or net profit margin while there will be fewer operating costs for virtual bank. These details were as shown in the independent financial advisor's report that has been sent to all shareholders with the invitation letter.
Query	Mr. Sakchai Sakulsrinmontree asked whether the proportion of the Company's future revenue will come from existing businesses or virtual banks?
Response	Mr. Keeree Kanjanapas, Chairman of the Board of Directors, clarified that the Company will receive the capital from the private placement transaction, including the issuance and allocation of VGI-W4 warrants. The company will use this fund to invest in or implement projects that generate good returns for shareholders. Once the Company concludes future projects that meet the information disclosure criteria, it will disclose the information to the Stock Exchange of Thailand, ensuring everyone is aware of it. If a proposal for approval at the shareholders' meeting is necessary, it will continue to adhere to the criteria. However, future projects are still uncertain. Therefore, it is not possible to inform shareholders of the details at this time.
Query	Mr. Vorachai Santimongkolvit enquired whether the advertising space under the BTS skytrain is owned by BTS or Bangkok Metropolitan Authority ("BMA"), and whether the Company can use it or not. Furthermore, Mr. Vorachai asked if the Company owns the advertising space under the BTS skytrain, whether it is managed by the Company itself, or if it is given to other players.
Response	Mr. Surapong Laoha-unya, director, clarified that BMA grants BTS and other beneficiaries the right to manage advertising space under the BTS skytrain. The Company is licensed to manage marketing service and is required to pay a fee in return.

**Agenda 9.2 To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of rights of the VGI-W4 Warrants allocated to existing shareholders on a pro rata basis to their shareholdings (Right Offering), totalling not exceeding 1,119,451,967 shares, with a par value of THB 0.10 per share**

The Secretary informed the Meeting that as the Company would like to allocate the newly issued ordinary shares of the Company to accommodate the exercise of rights of the VGI-W4 Warrants to existing shareholders on a pro rata basis to their shareholdings (Right Offering) at no cost and the existing shareholders of the Company will be allocated the warrants at the ratio of 10 existing ordinary shares to 1 unit of the VGI-W4 Warrants, as detailed in the Agenda 4 above. In light of this, the shareholders' meeting was proposed to consider and approve the allocation of newly issued ordinary shares, totalling not exceeding 1,119,451,967 shares, with a par value of THB 0.10 per share, to accommodate the exercise of rights of the VGI-W4 Warrants allocated to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering), totalling 1,119,451,967 units.

In addition, the shareholders' meeting was proposed to authorise the Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to consider and undertake all necessary, relevant, and/or related matters regarding the capital increase and the allocation of newly issued ordinary shares of the Company, including but not limited to the following matters:

- (1) determine the terms and details related to the allocation of newly issued ordinary shares and warrants, including but not limited to the allocation of all newly issued ordinary shares at once or in portions, the offering period, subscription, payment for shares, as well as establishing any other terms and details related to the allocation of newly issued ordinary shares and the VGI-W4 Warrants. In this regard, the aforementioned delegation does not extend to the authority to amend or alter the offering price;
- (2) negotiate, agree, enter into, sign, and amend any documents and agreements necessary, relevant, and/or in relation to the Company's capital increase and allocation of newly issued ordinary shares, including considering the appointment of financial advisors, legal advisors, and any other service providers to undertake any actions related to the capital increase and the methods for the allocation of newly issued ordinary shares the VGI-W4 Warrants;
- (3) sign approval applications, requests for waivers, notices, any instruments or documents related to the capital increase and the allocation of newly issued ordinary shares and the VGI-W4 Warrants, including certifying related documents, contacting, submitting, and/or receiving documents from officials or representatives of any relevant agencies, as well as registering the newly issued ordinary shares and the VGI-W4 Warrants as listed securities on the SET;
- (4) amend the allocation method of the newly issued ordinary shares and the VGI-W4 Warrants including any documents related to the allocation of such newly issued ordinary shares; and
- (5) undertake any other necessary, relevant, and/or related actions concerning the capital increase and the allocation of newly issued ordinary shares and the VGI-W4 Warrants to comply with the applicable laws and/or regulations.

Please see the details in the Information Memorandum on the Issuance and Allocation of Warrants to Purchase Newly Issued Ordinary Shares of VGI Public Company Limited No. 4 (VGI-W4) Enclosure 4 and the Capital Increase Report Form (F53-4) Enclosure 5 which was disseminated to the shareholders together with the invitation to the Meeting.

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

**Resolution:**

Upon due consideration, the Meeting resolved to approve the allocation of newly issued ordinary shares, totalling not exceeding 1,119,451,967 shares with a par value of THB 0.10 per share, to accommodate the exercise of rights of the VGI-W4 Warrants, and the delegation of authority to the Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to undertake any actions necessary for and relevant to the allocation of the Company's newly issued ordinary shares, as proposed in all respects, with a simple majority vote of shareholders who attended the Meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,611,458,471	99.8602
Disapprove	12,049,690	0.1397
Abstain	96,580	-
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

#### Agenda 10 To consider and approve the appointment of six new directors

The Secretary informed the Meeting that the Company would like to appoint six new directors following the approval from the Extraordinary General Meeting of Shareholders No. 1/2024, regarding the issuance and offering of ordinary shares of the Company via private placement.; therefore, the shareholders' meeting was proposed to consider and approve the appointment of six new directors, increasing the total number of directors from 9 to 15 directors, as follows:

1. Ms. Ratanaporn Sivaleepun Independent Director
2. Mr. Supa-us Tapaneeeyakorn Independent Director
3. Ms. Yaowarote Klinboon Director
4. Asst. Prof. Dr. Thanarerk Thanakijsoombat Director
5. Mr. Lap Shun Nelson Leung Director
6. Mrs. Chitkasem Moo-Ming Director

In this regard, CAI Optimum Fund VCC for the purpose of EDH Investments and Opus-Chartered Issuances S.A. has proposed one person each to be appointed as a director of the Company, totalling two individuals. CAI Optimum Fund VCC for the purpose of EDH Investments has proposed the appointment of Asst. Prof. Dr. Thanarerk Thanakijsoombat, while Opus-Chartered Issuances S.A. has proposed Ms. Yaowarote Klinboon. Both Asst. Prof. Dr. Thanarerk Thanakijsoombat and Ms. Yaowarote Klinboon have not held any positions in the investors and are experts in finance and management, and law. Their appointment is deemed suitable by the investors. On the other hand, other investors did not propose individuals for appointment as directors.

In this respect, Ms. Yaowarote Klinboon, an expert in securities and capital markets law, will assist in ensuring that the capital increase and the Company's future operations comply with relevant laws. Additionally, Asst. Prof. Dr. Thanarerk Thanakijsoombat, an expert in finance and management with extensive experience in consulting across various businesses, including risk management in the banking sector, will provide financial and management advice for the Company's digital services and new business ventures of interest. Although Ms. Yaowarote Klinboon and Asst. Prof. Dr. Thanarerk Thanakijsoombat do not hold any official positions within the investors, both have previously served as consultants. Ms. Yaowarote Klinboon has been a consultant for Opus-Chartered Issuances S.A., while Asst. Prof. Dr. Thanarerk Thanakijsoombat has advised CAI Optimum Fund VCC. Therefore, both individuals will effectively coordinate policies between the Company and the investors.

In nominating directors, the Nomination and Remuneration Committee have 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 have reviewed qualifications of the 6 directors 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 Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and relevant notifications. In addition, the independent director candidate also possesses the qualifications in accordance with the laws and regulations related to independent director and has full independent qualifications according to the Definition of Independent Director of the Company and could provide independent opinion and recommendation which are beneficial to the Company. The Nomination and Remuneration Committee recommended that the 6 candidates should be appointed as directors of the Company.

Therefore, the shareholders' meeting was proposed to consider and approve the appointment of six new directors, i.e. (1) Ms. Ratanaporn Sivaleepun, (2) Mr. Supa-us Tapaneeeyakorn, (3) Ms. Yaowarote Klinboon, (4) Asst. Prof. Dr. Thanarerk Thanakijssombat (5) Mr. Lap Shun Nelson Leung, and (6) Mrs. Chitkasem Moo-Ming. Please see the details in the Profiles of Candidates Nominated for Election as Directors and the Company's Definition of Independent Director **Enclosure 6** which was disseminated to the shareholders together with the invitation to the Meeting.

The Secretary allowed the Meeting to express opinions and make queries in relation to this agenda. The shareholders raised questions and gave opinions, which were responded by the 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 an individual basis.

#### Resolution:

Upon due consideration, the Meeting resolved the appointment of six new directors, i.e. (1) Ms. Ratanaporn Sivaleepun, (2) Mr. Supa-us Tapaneeeyakorn, (3) Ms. Yaowarote Klinboon, (4) Asst. Prof. Dr. Thanarerk Thanakijssombat, (5) Mr. Lap Shun Nelson Leung, and (6) Mrs. Chitkasem Moo-Ming, and increasing the total number of directors from 9 to 15 directors, detailed as follows:

1. Resolved to approve the appointment of Ms. Ratanaporn Sivaleepun as a director and an independent director of the Company, with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,621,432,201	99.9748
Disapprove	2,165,040	0.0251
Abstain	7,500	-
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

2. Resolved to approve the appointment of Mr. Supa-us Tapaneeeyakorn as a director and an independent director of the Company, with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,621,432,201	99.9748
Disapprove	2,172,540	0.0251
Abstain	0	-
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

3. Resolved to approve the appointment of Ms. Yaowarote Klinboon as a director of the Company, with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,615,381,735	99.9046
Disapprove	8,223,006	0.0953
Abstain	0	-
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

4. Resolved to approve the appointment of Asst. Prof. Dr. Thanarerk Thanakijisombat as a director of the Company, with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,615,381,235	99.9046
Disapprove	8,215,506	0.0952
Abstain	0	-
Void ballot(s)	8,000	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

5. Resolved to approve the appointment of Mr. Lap Shun Nelson Leung as a director of the Company, with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,615,571,435	99.9068
Disapprove	8,033,306	0.0931
Abstain	0	-
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

6. Resolved to approve the appointment of Mrs. Chitkasem Moo-Ming as a director of the Company, with a simple majority vote of shareholders who attended the meeting and casted their votes, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	8,615,561,235	99.9067
Disapprove	8,043,506	0.0932
Abstain	0	-
Void ballot(s)	0	0.0000
Total (253 persons)	8,623,604,741	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

#### Recommendations / queries / responses

<b>Query</b>	Mr. Sakchai Sakulsrimontree asked whether some nominee who has not passed any training from the Thai Institute of Directors Association ("IOD") be considered disqualified?
<b>Response</b>	Assoc. Prof. Jaruporn Viyanant, independent directors, clarified that this matter is not considered as a lack of qualifications to be a director, given that it is not a legal requirement and a rule of the Stock Exchange of Thailand. However, the Company has a policy to encourage the Company's directors to attend training with IOD, which once appointed as directors, can join training in the future.

- Agenda 11** To consider and approve the disposal of all ordinary shares of Roctec Global Public Company Limited ("ROCTEC"), via conditional voluntary tender offer by BTS Group Holdings Public Company Limited, which constitutes a connected transaction

The Secretary invited Mrs. Chitkasem Moo-Ming, Chief Financial Officer, to present details to the Meeting.



Mrs. Chitkasem Moo-Ming, Chief Financial Officer, informed the Meeting that BTS Group Holdings Public Company Limited ("**BTS**"), which is the major shareholder of the Company, would like to restructure the shareholding within the group of the major shareholder to enhance the clarity and strengthen the group's internal structure. BTS, along with its wholly owned subsidiary (the "**Subsidiary**"), plans to make a conditional voluntary tender offer for all shares of the companies within the group, including Roctec Global Public Company Limited ("**ROCTEC**"). The Company has assessed that ROCTEC has focused on ICT Solutions and Transportation Solutions businesses, which are not aligned with the Company's business plans. Consequently, the Company would like to dispose all of its 2,196,934,494 ordinary shares of ROCTEC, with a par value of THB 0.10 per share, representing 27.06 percent of ROCTEC's total paid-up shares, to BTS through the acceptance of the tender offer for all ROCTEC shares (the "**Share Disposal Transaction**") at a price of THB 1.00 per share, totalling THB 2,196,934,494.

The Share Disposal Transaction constitutes an asset disposal transaction of a listed company pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Securities and Exchange Commission Re: Disclosure of Information and Other Acts of Listed Companies Concerning Acquisition and Disposition of Assets of B.E. 2547 (as amended) (collectively, the "**Acquisition or Disposal of Assets Notifications**"). In this regard, the maximum transaction size is 7.74 percent calculated based on total value of consideration basis, according to the Company's latest consolidated financial statements, as of the date the Board of Directors resolved to approve the execution of the connected transaction. This financial statement, which was audited by the certified auditor, is for the period ending 31 March 2024. Moreover, the Company had the other asset disposal transactions in the past six months with the transaction size of 5.20 percent. Consequently, after accumulating the size of asset disposal transactions in the period of the past six months with this transaction, the total transaction size will be equivalent to 12.94 percent, which is lower than 15 percent. Therefore, the Company is not required to comply with the requirements under the Acquisition or Disposal of Assets Notifications.

However, the Share Disposal Transaction constitutes a connected transaction pursuant to the Connected Transaction Notifications, as the Company will enter into the transaction with BTS, provided that BTS is a major shareholder of the Company, holding 61.13 percent of the Company's total issued shares as of 9 July 2024, and has become a connected person of the Company. The Share Disposal Transaction constitutes a connected transaction and represents a value of 10.11 percent of the net tangible assets of the Company, according to the Company's latest consolidated financial statements, as of the date the Board of Directors resolved to approve the execution of the connected transaction. This financial statement, which was audited by the certified auditor, is for the period ending 31 March 2024. In addition, the Company did not have any other connected transactions with BTS in the past six months prior to entering into this Share Disposal Transaction. As a result, the value of the aforementioned transaction exceeding 3 percent of the net tangible assets of the Company is considered as the large transaction size. The Company, therefore, has the duties as prescribed under the Connected Transaction Notifications, as follows:

1. to disclose an information memorandum to the SET according to the Connected Transaction Notifications;
2. to convene a shareholders' meeting of the Company to seek approval for the disposal of ROCTEC shares, provided that the resolution for this transaction requires a vote of not less than three-fourths of the total number shareholders attending the meeting and entitled to vote, excluding the shareholders who have conflict of interest in the transaction;
3. to appoint an independent financial advisor approved by the Office of the Securities and Exchange Commission (the "**SEC Office**") to provide an opinion to the shareholders of the Company on the rationality and the benefits to the Company, and the fairness of price and

conditions of the transaction, as well as to deliver the relevant opinion to the SEC Office and the Company's shareholders.

In this regard, the Board of Directors is of the opinion that entering into the Share Disposal Transaction is appropriate. Currently, ROCTEC has restructured its business direction that is not related to the original business of ROCTEC and/or the Company to focus on integrated systems with an emphasis on the Information & Communication Technology sector, providing advanced system implementation services and delivering cutting-edge solutions. In this regard, the aforementioned business is one in which the Company lacks experience and professional expertise and does not align with the Company's future priorities. ROCTEC's business is highly competitive and requires continuous development. Consequently, with rapid technological change, the shift in ROCTEC's business plan may affect its competitiveness and long-term business value. Additionally, the Company remains unable to support the activities of the aforementioned businesses due to a lack of expertise. The Company will utilise the proceeds from the disposal of ROCTEC's shares to reserve funds for future opportunities related to mergers and acquisitions which related to the original business of the Company, which are Media and Entertainment, Digital services, and Distribution business. In this regard, should there be clarity regarding mergers and acquisitions of existing Company's business or to invest in new projects unrelated to and/or expanding beyond the existing business, or utilise the funds for other purposes, the Company will notify shareholders and/or seek approval for any changes in the intended proceeds utilisation, as the case may be. The Company will also comply with relevant regulations, including the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions, and any other applicable notifications or regulations. Therefore, the Board of Directors is of the opinion that entering into the Share Disposal Transaction with BTS is appropriate and reasonable, considering the offer price is higher than the cost and market value and is the price that BTS offer to all ROCTEC shareholders, as well as other anticipated benefits from the Share Disposal Transaction.

Therefore, the shareholders' meeting was proposed to consider and approve the disposal of all of its 2,196,934,494 ordinary shares of ROCTEC, representing 27.06 percent of ROCTEC's total paid-up shares, to BTS and the Subsidiary through the acceptance of the tender offer for all ROCTEC shares.

The details were as shown in the Information Memorandum on the Connected Transaction of the Company Enclosure 7 and the Independent Financial Advisor Report regarding the Connected Transaction of the Company Enclosure 8 which was disseminated to the shareholders together with the invitation to the Meeting.

Later, the Secretary invited the independent financial advisor (the "IFA") from Capital Advantage Company Limited by Mr. Patchara Netsuwan to present the IFA's opinions to the Meeting, which could be summarised as follows:

The independent financial advisor has considered the objectives and necessities of the transaction, as well as its advantages, disadvantages, benefits, and risks, and was of the opinion that this transaction will allow the Company to focus on investing in its current core business and related businesses, in which the company has more expertise. In addition, the company will receive cash flow immediately of more than THB 2,100 million and will not have to wait for return on investment in ROCTEC, where the payback period is lengthy. The Company will have more liquidity and greater flexibility in utilizing the proceeds received from this transaction to expand investments in other businesses and develop new projects in the future.

However, there is a risk from the uncertainty of the plan for utilising proceeds obtained from the asset disposition, which could result in a lower return on investment than the return from investment in ROCTEC. Nevertheless, the Board of Directors needs to study the feasibility of new investments in

the future, taking into account the return and risk from investments, as well as manage cash prudently to ensure the best interests of the Company and its shareholders.

In conclusion, the Independent Financial Advisor is of the opinion that entering into the connected transaction, namely the disposal of all shares of ROCTEC, is considered reasonable. Regarding the appropriateness of the selling price of ROCTEC shares at THB 1.00 per share through the acceptance of BTS's tender offer, the Independent Financial Advisor was of the opinion that the fair value of ROCTEC's ordinary shares is equal to THB 0.68 – 0.90 per share based on the market value approach, as the market value approach reflects the demand and supply of investors in the stock market for trading ROCTEC ordinary shares and investors' expectations. ROCTEC's ordinary shares have a good level of liquidity traded on the Stock Exchange of Thailand. When comparing to the offering price of ROCTEC shares by BTS, it was found that the offering price of ROCTEC shares at THB 1.00 per share was higher than the fair value of ROCTEC's ordinary shares assessed by the independent financial advisor at THB 0.68 – 0.90 per share, which was higher than THB 0.10 – 0.32 per share.

When considering the reasonableness of the connected transaction and the appropriateness of the sale price of ROCTEC shares, the independent financial advisor opined that the shareholders should approve entering into the connected transaction.

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

#### Resolution:

Upon due consideration, the Meeting resolved to approve the disposal of all of its 2,196,934,494 ordinary shares of Roctec Global Public Company Limited ("ROCTEC"), representing 27.06 percent of ROCTEC's total paid-up shares, to BTS Group Holdings Public Company Limited and its subsidiary through the acceptance of the conditional voluntary tender offer for all ROCTEC shares at a price of THB 1.00 per share, totalling THB 2,196,934,494, as proposed in all respects, with a vote of not less than three-fourths of the total number shareholders who attended the meeting and were entitled to vote, excluding shareholders with vested interests, detailed as follows:

Shareholders voting	Number of votes	Percentage
Approve	1,780,338,009	99.9716
Disapprove	403,460	0.0226
Abstain	101,580	0.0057
Void ballot(s)	0	0.0000
Total (251 persons)	1,780,843,049	100.0000

**Remark:** 1. Abstentions were included in the calculation base of this agenda.  
2. There are shareholders with vested interest who do not have rights to vote in this agenda item which are:  
(1) BTS Group Holdings Public Company Limited, which holds 6,842,761,692 shares;  
(2) Mr. Keeree Kanjanapas, who holds 67,886,000 shares;  
(3) Mr. Kong Chi Keung, who holds 315,081 shares; and  
(4) Mr. Surapong Laoha-Unya, who holds 84,110 shares.

## Recommendations / queries / responses

<b>Query</b>	Mr. Sakchai Sakulsrिमontree asked whether ROCTEC will be delisted from SET and will operate the money digital business?
<b>Response</b>	Mr. Keeree Kanjanapas, Chairman of the Board of Directors, clarified that BTS Group does not have any plan to delist ROCTEC as well as the operation of money digital business.

## Agenda 12 To consider other businesses (if any)

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

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

<b>Query</b>	Mr. Sakchai Sakulsrिमontree asked whether, in the future, the Company would have any partners for the virtual bank business.
<b>Response</b>	Mr. Keeree Kanjanapas, Chairman of the Board of Directors, clarified that the Company has the partners for the virtual bank business as shown in the media, which are Sea Group, operator of internet platform, Bangkok Bank, Sahapat Group, Thailand Post, and the Company (via subsidiary).

After the Company's directors and executives have acknowledged the opinions and answered to the queries of the shareholders, the Chairman then thanked the attendees then declared the Meeting adjourned at 4:20 p.m.

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

(Sign) - *Signature* - Company Secretary  
(Mrs. Sirithan Singchoowong)  
Minutes Taker



Annual Report 2024/25 (56-1 One Report) and  
Sustainability Report 2024/25  
in QR Code format

Annual Report 2024/25 (56-1 One Report) in QR Code format



Sustainability Report 2024/25 in QR Code format





## Profiles of Candidates Nominated for Election as Directors

### Profiles of Candidates Nominated for Election as Directors

Name	: Mr. Marut Arthakaivalvatee	
Age	: 70	
Nationality	: Thai	
Type of directorship to be appointed	: Director	
Date of appointment as director	: 15 November 2007	
Number of years holding directorship	: 17 years 4 months	
Current position in the Company	: Director / Vice Chairman of the Board of Directors / Member of the Sustainability Committee / Member of the Nomination and Remuneration Committee / Authorised Director	
Education/Training Programs	: <ul style="list-style-type: none"> <li>• Master Degree of Business Administration, Chulalongkorn University</li> <li>• Bachelor Degree of Communication Arts, Chulalongkorn University</li> <li>• Director Accreditation Program (DAP) Year 2014, Thai Institute of Directors</li> <li>• Anti-Corruption for Executive Program (ACEP) Year 2014, Thai Institute of Directors</li> <li>• Academy of Business Creativity (ABC2), Year 2014, Sripatum University</li> </ul>	
Shareholding in the Company (including spouse and minor children)	: 396,643 (0.0020%)	
Family relationship with directors and executives	: -None -	
Positions in other Thai listed companies	:  2024– Present      Advisor to the Executive Committee, Nation Group (Thailand) Plc. 2017 – Present      Chairman, Nation Group (Thailand) Plc.	
Positions in other companies and/or organisations	:  2018– Present      Director, Supremo Media Co., Ltd 2018– Present      Director, Ads Chaophraya Co., Ltd. 2017– Present      Director, The Icon VGI Co., Ltd. 2009– Present      Director, Point of View (POV) Media Group Co., Ltd. 2007– Present      Director, VGI Advertising Media Co., Ltd.	
Present directorship /management in other businesses with potential conflict of interest	: - None -	
Experience from the past 5 years	: 2016– 2024      Director, Aero Media Group Co., Ltd.	
Meeting attendance in the fiscal year 2024/25	:  Board of Directors                      9/9 attendances Sustainability Committee              3/3 attendances Nomination and Remuneration Committee      6/6 attendances	



## Profiles of Candidates Nominated for Election as Directors

Name	:	Mr. Kavin Kanjanapas	
Age	:	50 years	
Nationality	:	Thai	
Type of directorship to be appointed	:	Director	
Date of appointment as director	:	28 May 2003	
Number of years holding directorship	:	21 years 10 months	
Current position in the Company	:	Director / Chairman of the Executive Committee / Authorised Director	
Education/Training Programs	:	<ul style="list-style-type: none"> <li>Stonyhurst College, UK</li> <li>Top Executive Program (CMA 16) Year 2013, Capital Market Academy</li> <li>Director Accreditation Program (DAP) Year 2007, Thai Institute of Directors</li> </ul>	
Shareholding in the Company (including spouse and minor children)	:	- None -	
Family relationship with directors and executives	:	Son of Mr. Keeree Kanjanapas (Director and Chairman of the Board of Director)	
Positions in other Thai listed companies	:	2022 – Present      Chairman of Executive Committee / Nomination and Remuneration Committee Member, Thanulux Plc. 2017 – Present      Director, Rabbit Holdings Plc. 2015 – Present      Chief Executive Officer, BTS Group Holdings Plc. 2010 – Present      Executive Director, BTS Group Holdings Plc. 2007 – Present      Director, BTS Group Holdings Plc.	
Positions in other companies and/or organisations	:	2023 – Present      Director, Castelo Branco Co., Ltd. 2023 – Present      Director, King Fortune Venture Co., Ltd. 2023 – Present      Director, BB Health Venture Co., Ltd. 2023 – Present      Director, Phantom Link Co., Ltd. 2023 – Present      Director, RBH Ventures Co., Ltd. 2022 – Present      Director, Turtle 2 Co., Ltd. 2022 – Present      Director, UTB Co., Ltd. 2021 – Present      Director, Kinn Ventures Co., Ltd. 2021 – Present      Director, U Remix Co., Ltd. 2021 – Present      Director, Capricorn Hill Co., Ltd. 2020 - Present      Director, Prime Area Retail Co., Ltd. 2020 - Present      Director, Prime Area 12 Co., Ltd. 2020 - Present      Director, Prime Area 38 Co., Ltd. 2020 - Present      Director, BGSR 6 Co., Ltd. 2020 - Present      Director, BGSR 81 Co., Ltd. 2020 - Present      Director, U-Tapao International Aviation Co., Ltd.	

	2020 - Present	Director, Mochit Land Co., Ltd.
	2019 - Present	Director, SLV Retail Co. Ltd.
	2018 - Present	Director, Turtle 23 Co., Ltd.
	2018 - Present	Director, U Global Hospitality Co., Ltd.
	2017 - Present	Director, BTS Infrastructure Services Co., Ltd.
	2017 - Present	Director, Northern Bangkok Monorail Co., Ltd.
	2017 - Present	Director, Eastern Bangkok Monorail Co., Ltd.
	2017 - Present	Director, BTS Infrastructure Development Co., Ltd.
	2017 - Present	Director, Man Food Holdings Co., Ltd.
	2017 - Present	Director, RB Services Co., Ltd.
	2017 - Present	Director, Keystone Management Co., Ltd.
	2016 - Present	Director, K.V.S.A Holdings Co., Ltd.
	2015 - Present	Director, Kingkaew Assets Co., Ltd.
	2015 - Present	Director, Keystone Estate Co., Ltd.
	2014 - Present	Director, Little Corner Co., Ltd.
	2013 - Present	Director, Man Kitchen Co., Ltd.
	2010 - Present	Director, Tanayong Hong Kong Limited
	2010 - Present	Director, Absolute Hotel Services Hong Kong Limited
	2009 - Present	Director, Bangkok Mass Transit System Plc.
	2009 - Present	Director, Point of View (POV) Media Group Co., Ltd.
	2009 - Present	Director, VGI Advertising Media Co., Ltd.
	2009 - Present	Director, Mungkud Assets Co., Ltd.
	2008 - Present	Director, Thana City Golf & Sports Club Co., Ltd.
	2008 - Present	Director, Tanayong Property Management Co., Ltd.
	2008 - Present	Director, PrannaKiri Assets Co., Ltd.
	2008 - Present	Director, Siam Paging and Communication Co., Ltd.
	2008 - Present	Director, Tanayong Food and Beverage Co., Ltd.
	2006 - Present	Director, K 2 J Holding Co., Ltd.
	2001 - Present	Director, Mass Transit Railway Co., Ltd.
Present directorship/ management in other businesses with potential conflict of interest	: - None -	
Experience from the past 5 years	: 2024 - Apr. 2025	Director, UTA Land 5 Co., Ltd.
	2024 - Apr. 2025	Director, UTA Land 4 Co., Ltd.
	2024 - Apr. 2025	Director, UTA Land 3 Co., Ltd.
	2023 - Apr. 2025	Director, UTA Land 2 Co., Ltd.
	2022 - Apr. 2025	Director, UTA Land 1 Co., Ltd.
	2022 - Apr. 2025	Director, RC Area Co., Ltd.
	2015 – Mar. 2025	Director, The Community Two Co., Ltd.
	2015 – Mar. 2025	Director, The Community One Co., Ltd.
	2021 – 2021	Director, Rabbit Cash Co., Ltd.
	2020 – 2024	Chief Officer of MATCH Business, BTS Group Holdings Plc.
	2020 – 2021	Director, Prime Area 9 Co., Ltd.

2019 – 2022	Director, Majestic Park Co., Ltd.
2019 – 2021	Director, Future Domain Co., Ltd.
2018 – 2024	Director, Kerry Express (Thailand) Plc.
2018 – 2020	Director, EGS Assets Co., Ltd.
2017 – 2024	Director, Unison One Co., Ltd.
2017 – 2024	Director, Absolute Golf Services Co., Ltd.
2017 – 2024	Director, Vienna House (Thailand) Co., Ltd.
2017 – 2024	Director, Natural Park Ville Co., Ltd.
2017 – 2024	Director, Natural Real Estate Co., Ltd.
2017 – 2024	Director, Park Opera Co., Ltd.
2017 – 2024	Director, Richee Property Management Co., Ltd.
2017 – 2022	Director, Kamkoong Property Co., Ltd.
2017 – 2021	Director, Park Gourmet Co., Ltd.
2017 – 2021	Director, Project Green Co., Ltd.
2016 – 2022	Director, KMJ 2016 Co., Ltd.
2016 – 2020	Director, Nine Square Property Co., Ltd.
2015 – 2024	Director, Travelodge (Thailand) Co., Ltd.
2015 – 2022	Director, Ratburana Property Co., Ltd.
2015 – 2021	Director, BSS Holding Co., Ltd.
2015 – 2021	Member of the Executive Committee, Bangkok Smartcard System Co., Ltd.
2014 – 2020	Director, Win Win Kitchen Co., Ltd.
2014 – 2020	Director, Mak8 Co., Ltd.
2010 – 2021	Director, Rabbit Rewards Co., Ltd.
2010 – 2020	Director, BTS Land Co., Ltd.
2009 – 2021	Director, Bangkok Smartcard System Co., Ltd.
2008 – 2024	Director, Absolute Hotel Services Co., Ltd.
2008 – 2020	Director, Muangthong Assets Co., Ltd.
1998 – 2024	Director, Bangkok Transit Feeder Co., Ltd.

Meeting attendance in the : Board of Directors 9/9 attendances  
fiscal year 2024/25 Executive Committee 19/19 attendances

### Profiles of Candidates Nominated for Election as Directors

Name	: Mr. Surapong Laocha-Unya	
Age	: 63 years	
Nationality	: Thai	
Type of directorship to be appointed	: Director	
Date of appointment as director	: 10 November 2006	
Number of years holding directorship	: 18 years 4 months	
Current position in the Company	: Director / Authorised Director	
Education/Training Programs	: <ul style="list-style-type: none"> <li>• M.M.E. Civil Engineering, Chulalongkorn University</li> <li>• Bachelor of Engineering (Civil Engineering), Kasetsart University</li> <li>• Director Accreditation Program (DAP) Year 2010, Thai Institute of Directors</li> <li>• The Senior Executive Bangkok Management Program Year 2013, Urban Green Development Institute</li> </ul>	
Shareholding in the Company (including spouse and minor children)	: 84,110 (0.0004%)	
Family relationship with directors and executives	: - None -	
Positions in other Thai listed companies	:  2020 - Present 2010 - Present	Chief Officer of MOVE Business, BTS Group Holdings Plc. Executive Director / Director, BTS Group Holdings Plc.
Positions in other companies and/or organisations	:  Mar. 2025 – Present Mar. 2025 – Present Mar. 2025 – Present 2024 – Present 2024 – Present 2024 – Present 2023 – Present 2022 – Present 2022 – Present 2021 – Present 2020 – Present 2020 – Present 2020 – Present 2018 – Present 2017 – Present 2017 – Present 2017 – Present	Director, UTA Venture Co., Ltd. Director, The Community One Co., Ltd. Director, The Community Two Co., Ltd. Director, UTA Land 5 Co., Ltd. Director, UTA Land 4 Co., Ltd. Director, UTA Land 3 Co., Ltd. Director, UTA Land 2 Co., Ltd. Director, UTB Co., Ltd. Director, UTA Land 1 Co., Ltd. Director, Fanslink Communication Co., Ltd. Director, BGSR 6 Co., Ltd. Director, BGSR 81 Co., Ltd. Director, U-Tapao International Aviation Co., Ltd. Director, BTS Infrastructure Services Co., Ltd. Director, BTS Infrastructure Development Co., Ltd. Director, Eastern Bangkok Monorail Co., Ltd. Director, Northern Bangkok Monorail Co., Ltd.

	2017 – Present	Director, RB Services Co., Ltd.
	2015 – Present	Executive Director / Chief Executive Officer / Chief Administrative Officer (acting), Bangkok Mass Transit System Plc.
	2015 – Present	Director, Rabbit Pay System Co., Ltd.
	2014 – Present	Director, Bangkok Payment Solutions Co., Ltd.
	2013 – Present	Director, Profession Standard and Professional Qualification for Rail System and High-Speed Rail
	2010 – Present	Advisory to the Academic Subcommittee of Traffic and Transportation Engineering Program, The Engineering Institute of Thailand under the Royal Patronage of H.M. the King
Present directorship/ management in other businesses with potential conflict of interest	: - None -	
Experience from the past 5 years	: 2016 – 2021	Director, Rabbit Care Broker Co., Ltd.
	2015 – 2021	Director, Rabbit Care Co., Ltd.
	2015 – 2021	Director, ASK Direct Group Co., Ltd.
	2010 – 2021	Director, BSS Holdings Co., Ltd.
	2010 – 2021	Director, Rabbit Rewards Co., Ltd.
	2009 – 2021	Executive Director / Director, Bangkok Smartcard System Co., Ltd.
Meeting attendance in the fiscal year 2024/25	: Board of Directors	9/9 attendances

## Profiles of Candidates Nominated for Election as Directors

Name	:	Mr. Kong Chi Keung	
Age	:	50 years	
Nationality	:	British	
Type of directorship to be appointed	:	Director	
Date of appointment as director	:	15 June 2000	
Number of years holding directorship	:	24 years 9 months	
Current position in the Company	:	Director / Authorised Director	
Education/Training Programs	:	<ul style="list-style-type: none"> <li>• MBA (Executive) Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>• BA (Honorary Degree) Business Administrative, University of Greenwich, United Kingdom</li> <li>• Director Accreditation Program (DAP) Year 2007, Thai Institute of Directors</li> </ul>	
Shareholding in the Company (including spouse and minor children)	:	- None -	
Family relationship with directors and executives	:	- None -	
Positions in other Thai listed companies	:	2017 – Present      Director, Rabbit Holdings Plc. 2015 – Present      Deputy Chief Executive Officer, BTS Group Holdings Plc. 2010 – Present      Executive Director, BTS Group Holdings Plc. 2010 – Present      Member of the Nomination and Remuneration Committee, BTS Group Holdings Plc. 2007 – Present      Director, BTS Group Holdings Plc.	
Positions in other companies and/or organisations	:	Mar. 2025 – Present      Director, UTA Venture Co., Ltd. 2024 – Present      Director, UTA Land 5 Co., Ltd. 2024 – Present      Director, UTA Land 4 Co., Ltd. 2024 – Present      Director, UTA Land 3 Co., Ltd. 2023 – Present      Director, Prime Zone Asset Management Co., Ltd. 2023 – Present      Director, Metha Asset Management Co., Ltd. 2023 – Present      Director, Fusion Fortress Company Limited 2023 – Present      Director, UTA Land 2 Co., Ltd. 2023 – Present      Director, Phantom Link Co., Ltd. 2023 – Present      Director, RBH Ventures Co., Ltd. 2022 – Present      Director, Turtle 2 Co., Ltd. 2022 – Present      Director, Rabbit Care Lending Co., Ltd. 2022 – Present      Director, UTB Co., Ltd. 2022 – Present      Director, UTA Land 1 Co., Ltd.	

2021 – Present	Chairman / Investment Chairman, Rabbit Life Assurance Plc.
2021 – Present	Director, U Remix Co., Ltd.
2021 – Present	Director, Rabbit Rewards Co., Ltd.
2021 – Present	Director, Bangkok Smartcard System Co., Ltd.
2021 – Present	Director, Rocket Holdings HK Limited
2021 – Present	Director, Capricorn Hill Co., Ltd.
2021 – Present	Director, Prime Area Retail Company Limited
2020 – Present	Director, Prime Area 12 Ltd.
2020 – Present	Director, Prime Area 38 Co., Ltd.
2020 – Present	Director, BGSR 6 Co., Ltd.
2020 – Present	Director, BGSR 81 Co., Ltd.
2020 – Present	Director, U-Tapao International Aviation Co., Ltd.
2020 – Present	Director, Mochit Land 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, Thana City Golf & Sports Club Co., Ltd.
2018 – Present	Director, Siam Paging and Communication Co., Ltd.
2018 – Present	Director, Tanayong Food and Beverage Co., Ltd.
2018 – Present	Director, Tanayong Property Management Co., Ltd.
2018 – Present	Director, PrannaKiri Assets Co., Ltd
2017 – Present	Director, Northern Bangkok Monorail Co., Ltd.
2017 – Present	Director, Eastern Bangkok Monorail Co., Ltd.
2016 – Present	Director, The Community Two Co., Ltd.
2016 – Present	Director, The Community One Co., Ltd.
2016 – Present	Director, Kingkaew Assets Co., Ltd.
2015 – Present	Director, ASK Direct Group Co., Ltd.
2015 – Present	Director, Rabbit Care Co., Ltd.
2015 – Present	Director, ATS Rabbit Special Purpose Vehicle Co., Ltd.
2015 – Present	Member of Executive Committee, Bangkok Mass Transit System Plc.
2014 – Present	Director, Bangkok Payment Solutions Co., Ltd.
2012 – Present	Chief Financial Officer, Bangkok Mass Transit System Plc.
2010 – Present	Director, Tanayong Hong Kong Limited

Present directorship/ management in other businesses with potential conflict of interest	: - None -	
Experience from the past 5 years	: 2022 – Apr. 2025	Director, RC Area Co., Ltd.
	2021 – 2021	Director, Rabbit Cash Co., Ltd.
	2020 – 2021	Director, Prime Area 9 Ltd.
	2019 – 2022	Director, Majestic Park Co., Ltd.
	2019 – 2022	Director, Future Domain Co., Ltd.
	2018 – 2024	Director, Unison One Co., Ltd.
	2018 – 2022	Director, EGS Assets Co., Ltd.
	2018 – 2022	Director, Muangthong Assets Co., Ltd.
	2018 – 2022	Director, Mak8 Co., Ltd.
	2018 – 2022	Director, BTS Land Co., Ltd.
	2017 – 2023	Director, Park Opera Co., Ltd.
	2017 – 2023	Director, Richee Property Management Co., Ltd.
	2017 – 2023	Director, Natural Real Estate Co., Ltd.
	2017 – 2023	Director, Natural Park Ville Co., Ltd.
	2017 – 2021	Director, Project Green Co., Ltd.
	2017 – 2022	Director, Kamkoong Property Co., Ltd.
	2017 – 2020	Director, Park Gourmet Co., Ltd.
	2017 – 2019	Director, Mochit Land Co., Ltd.
	2016 – 2023	Director, Rabbit-Line Pay Co., Ltd.
	2016 – 2022	Director, Rabbit Care Broker Co., Ltd.
	2016 – 2022	Director, Nine Square Property Co., Ltd.
	2016 – 2022	Director, Ratburana Property Co., Ltd.
	2008 – 2023	Director, Absolute Hotel Services Co., Ltd.
Meeting attendance in the fiscal year 2024/25	: Board of Directors	9/9 attendances



### Profiles of Candidates Nominated for Election as Directors

Name	:	Mr. Chan Kin Tak	
Age	:	60	
Nationality	:	British	
Type of directorship to be appointed	:	Director	
Date of appointment as director	:	15 November 2007	
Number of years holding directorship	:	17 years 4 months	
Current position in the Company	:	Director / Member of the Sustainability Committee / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Member of the Executive Committee / Chief Operation Officer / Authorised Director	
Education/Training Programs	:	<ul style="list-style-type: none"> <li>• St. Louis Old Boy College</li> <li>• Director Certification Program (DCP) Year 2013, Thai Institute of Directors</li> <li>• Director Accreditation Program (DAP) Year 2010, Thai Institute of Directors</li> </ul>	
Shareholding in the Company (including spouse and minor children)	:	-None -	
Family relationship with directors and executives	:	-None -	
Positions in other Thai listed companies	:	2022 – Present	Director, Super Turtle Plc.
Positions in other companies and/or organisations	:	2023 – Present	Director, Hivebox (Thailand) Co., Ltd.
		2017 – Present	Director, VGI Global Media (Malaysia) Sdn. Bhd.
		2016 – Present	Director, Demo Power (Thailand) Co., Ltd.
		2009 – Present	Director, Point of View (POV) Media Group Co., Ltd.
		2007 – Present	Director, VGI Advertising Media Co., Ltd.
Present directorship /management in other businesses with potential conflict of interest	:	- None -	
Experience from the past 5 years	:	- None -	
Meeting attendance in the fiscal year 2024/25	:	Board of Directors	9/9 attendances
		Sustainability Committee	3/3 attendances
		Nomination and Remuneration Committee	6/6 attendances
		Risk Management Committee	2/2 attendances
		Executive Committee	19/19 attendances





Profiles and Professional Experiences of Auditors  
from  
EY Office Limited

## Profiles and Professional Experiences of Auditors



### Mr. Preecha Arunnara

Partner

EY Office Limited

Certified Public Accountant No. 5800

### Profiles and Work Experience

Working Period	: 1996 – Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Master of Business Economics, Thammasat University Bachelor of Accounting, Chulalongkorn University
Experience	: More than 28 years of public accounting experience with EY serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. His industry knowledge and experience include manufacturing, service, trading, and oil & gas industries.
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: preecha.arunnara@th.ey.com

## Profiles and Professional Experiences of Auditors



### Mr. Vatcharin Pasarapongkul

Partner

EY Office Limited

Certified Public Accountant No. 6660

### Profiles and Work Experience

Working Period	: 1999 – Present
Professional Qualification	: Certified Public Accountant and Thai SEC-approved auditor
Academic Qualification	: Master of Science in Accounting, Thammasat University Bachelor of Science in Accounting, Thammasat University
Experience	: More than 25 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 technology and telecommunications, manufacturing, services, and real estate industries.
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: Vatcharin.pasarapongkul@th.ey.com

## Profiles and Professional Experiences of Auditors



**Mr. Serm Brisuthikun**

Partner

EY Office Limited

Certified Public Accountant Registration number 9452

### Profiles and Work experience

Working Period	: 2003-Present
Professional Qualification	: Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand
Academic Qualification	: Bachelor of Accounting, Chulalongkorn University
Experience	: He has more than 20 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 construction, manufacturing service, and distribution of consumer and industrial products industries. Moreover, he also has experience in supporting clients to make an initial public offerings 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 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 : Serm.Brisuthikun@th.ey.com



## Capital Increase Report Form (F53-4)

(English translation)

**CAPITAL INCREASE REPORT FORM**  
**VGI Public Company Limited**  
**30 May 2025**

We, VGI Public Company (the “**Company**”), hereby report the resolutions of the Board of Directors’ Meeting No. 4/2025, dated 30 May 2025, relating to the capital increase and allocation of newly issued ordinary shares of the Company as follows:

## 1. Capital Increase

The Board of Directors’ meeting No. 4/2025 resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of not exceeding THB 503,800.00 from the existing registered capital of THB 2,370,280,017.90 to THB 2,370,783,817.90 by issuing not exceeding 5,038,000 ordinary shares, with a par value of THB 0.10 per share, allocated to accommodate the adjustment of rights for the VGI Public Company Limited No. 4 (VGI-W4) (the “**VGI-W4 Warrants**”), details as follows:

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (THB Per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilising the proceeds	Ordinary shares	Not exceeding 5,038,000	0.10	503,800.00
<input type="checkbox"/> General Mandate	-	-	-	-

## 2. Allocation of newly issued shares

### 2.1 Specifying the purpose of utilising the proceeds

Allocated to	Type of shares	Number of shares	Remark
To accommodate the adjustment of rights for the VGI-W4 Warrants	Ordinary shares	Not exceeding 5,038,000	Please refer to remark

### 2.2 General Mandate

-None-

Remarks:

1. The Extraordinary General Meeting of Shareholders No. 1/2024 (the “EGM”) on 15 October 2024 approved the issuance and allocation of VGI Warrants, totalling not exceeding 1,119,451,967 units, to existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at a ratio of 10 existing shares per 1 unit of VGI-W4 Warrants. Each unit of VGI-W4 Warrants entitles the holder to purchase 1 ordinary share at an exercise price of THB 1.50 per share. Additionally, the EGM authorised the Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to consider and undertake all necessary, relevant, and/or related matters regarding the issuance and allocation of VGI-W4 Warrants.
2. The Executive Committee’s meeting No. 17/2024 on 12 November 2024 determined the issuance date of the VGI-W4 Warrants on 4 December 2024, with a validity period of 9 months from the date of issuance. The holders of VGI-W4 Warrants may exercise their rights once on the expiry date of the VGI-W4 Warrants, which is 3 September 2025. The exercise ratio is 1 warrant for the right to purchase 1 ordinary share, at an exercise price of THB 1.50 per share. In light of this, the Company has already allocated such VGI-W4 Warrants to the shareholders.
3. The Company adjusted the right of VGI-W4 Warrants on 11 December 2024. The new exercise ratio is 1 warrant for the right to purchase 1.0045 ordinary share, at an exercise price of THB 1.4932 per share, given that the adjustment of rights on 11 December 2024, is required due to the issuance of new ordinary shares via private placement, where the price per share for the new ordinary shares is set below 90 percent of the market price per share of the Company’s existing ordinary shares. Considering this, the number of shares, approved by the EGM at not exceeding 1,119,451,967 is not adequate for the exercise of VGI-W4 Warrants. Therefore, the Company needs to proceed with the increase of the registered capital to have sufficient shares for the exercise of the right prior to the exercise period, as set by the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the VGI-W4 Warrants (“VGI-W4 Terms and Conditions”).
4. The Board of Directors’ meeting No. 4/2025 resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of not exceeding THB 503,800.00 from the existing registered capital of THB 2,370,280,017.90 to THB 2,370,783,817.90 by issuing not exceeding 5,038,000 ordinary shares, with a par value of THB 0.10 per share, allocated to accommodate the adjustment of rights for the VGI-W4 Warrants; and the delegation of power to the Company’s Board of Directors or the Executive Committee or any person(s) designated by the Board of Directors or the Executive Committee to undertake any actions that are necessary for or relevant to such issuance and allocation of the newly issued ordinary shares as appropriate, including signing applications, waiver requests, and any other documents that are necessary for or relevant to such issuance and allocation of the newly issued ordinary shares, contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies, and listing such newly issued ordinary shares as registered securities on the Stock Exchange of Thailand, as well as undertake any other necessary, relevant, and/or related actions concerning the capital increase and the allocation of newly issued ordinary shares to comply with the applicable laws and/or regulations.



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

The 2025 Annual General Meeting of Shareholders is scheduled to be held on, Monday, 21 July 2025, at 02.00 p.m., at Phayathai Grand Ballroom, 6<sup>th</sup> Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok, 10400 and the record date to determine the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders will be on 13 June 2025.

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

4.1 The Company shall register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce (the "DBD"), within 14 days after the date on which the 2025 Annual General Meeting of shareholders has approved the increase of the registered capital and the Company shall register the amendment of the paid-up capital with the DBD, within 14 days after the date of receipt of the payment for the newly issued ordinary shares; and

4.2 The Company will submit the application for listing the Company's newly issued shares to the SET for approval.

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

To accommodate the adjustment of rights for the VGI-W4 Warrants with the exercise ratio at 1 unit of the Warrants will be entitled to purchase 1.0045 ordinary share, at an exercise price of THB 1.4932 per share, pursuant to the VGI-W4 Terms and Conditions. The Company intends to use the funds to prepare for and strengthen its financial position, thereby enhancing its financial flexibility to undertake future projects and reserving as the Company's working capital upon exercising the warrants to purchase ordinary shares of the Company.

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

Proceeds derived from the exercise of rights of the VGI-W4 Warrants would allow the Company to access 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 in time and more 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 term. In addition, such capital increase has 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 percent 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 The holders of VGI-W4 will be entitled to receive dividend from the Company's operation from the moment the holder exercise their rights under VGI-W4 and after having registered as shareholders of the Company.

### 7.3 Others

-None-

## 8. Other details necessary for the shareholder to consider and approve the capital increase/share allocation

The issuance of newly issued ordinary shares to accommodate the adjustments of rights for the VGI-W4 Warrants is pursuant to the VGI-W4 Terms and Conditions. Therefore, the calculation of the expected impact on price dilution and the expected impact on control dilution is not applicable.

## 9. Schedule of actions in case the Board of Directors passes a resolution to approve the capital increase/share allocation

No.	Actions	Date/Month/Year
1.	Board of Directors' Meeting No. 4/2025	30 May 2025
2.	Record date for determining the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders	13 June 2025
3.	The 2025 Annual General Meeting of Shareholders	21 July 2025
4.	Registration of the capital increase with the DBD	Within 14 days from the date on which the shareholders' meeting passing the resolution
5.	Registration of the paid-up capital with the DBD	Within 14 days from the date on which the share payment is received

## 10. Representations of the Board of Directors on the capital increase

The Board of Directors affirms that it has performed its duty honestly and diligently to preserve the benefits of the Company in relation to the capital increase. However, if the performance of such duty by any director causes damage to the Company, the shareholders may file a legal action against such director on behalf of the Company for damages pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, if the performance of such duty results in any director or his/her related persons obtaining undue benefits, the shareholders may file a legal action to claim for restitution of such benefits from such director on behalf of the Company pursuant to Section 89/18 of the Securities Act B.E. 2551 (2008) (as amended).

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

Please be informed accordingly.



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. on Monday, 21 July 2025 onwards at Phayathai Grand Ballroom, 6<sup>th</sup> Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok, as detailed in Map of the Meeting Venue in **Enclosure 12**.

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 authorisation.

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 proxy form may be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each agenda item and thoroughly consider the details of each agenda item before appointing a proxy.
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 **Monday, 12 July 2025**:

Company Secretary Department  
VGI Public Company Limited  
1000/9 BTS Visionary Park – South Tower, 27<sup>th</sup> Floor,  
Phahonyothin 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.
6. A proxy holder must present a registration form, a proxy form and other documents for registration to attend the meeting.
7. If any shareholder wishes to revoke their proxy, please providing a written notice of revocation to the company secretary at the Company's address by Thursday, 17 July 2025.

**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 authorised representative(s):**

- (a) An identification document of the authorised 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 authorised 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 authorised 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 authorised representative(s) of the juristic person, and which has been certified as true and correct copy by such authorised representative(s).

- (c) A copy of an identification document of the authorised 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 authorised 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 filled in, signed by the custodian's authorised 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 authorised representative(s).
- (d) A copy of an identification document of the custodian's authorised 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 authorised 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 authorised 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 authorised representative(s).
  - A copy of an identification of the authorised 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 authorised representative(s).

For supporting documents for registration and/or proxy appointment and/or any documents that you submitted to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the Shareholders' Meeting, the Company would like to inform that the Company has no intention to collect or use such data. As such, the Company requests that you delete or conceal such data before submitting the documents to the Company. In the event that you have not taken such action, it shall be deemed that you have authorised the Company to delete or conceal such data on their behalf to prevent us from unnecessarily collecting your sensitive data. In this regard, such documents shall be 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 authorised representative(s) of the shareholder (as the case may be).

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

### **Vote Casting and Counting**

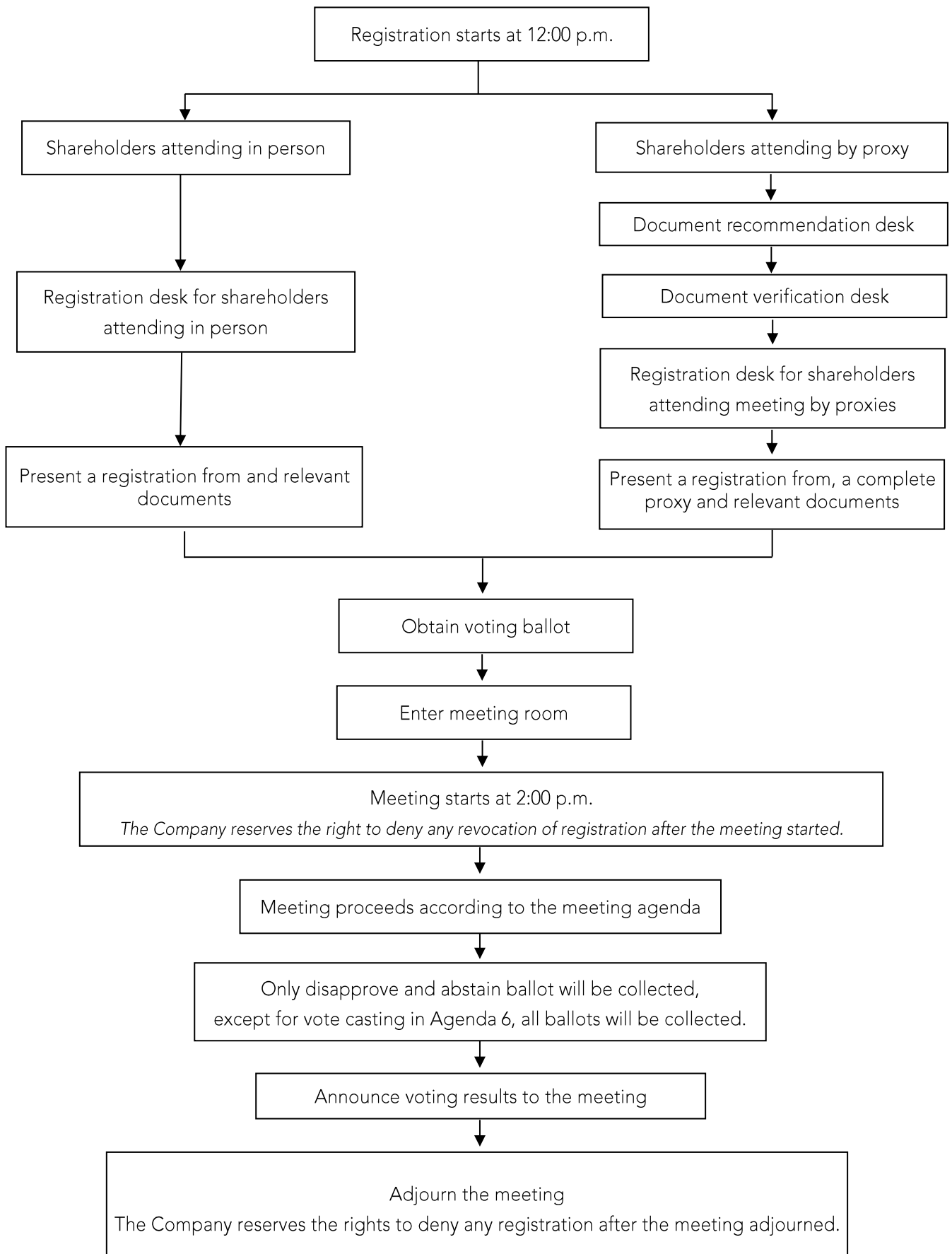
1. One share shall have one vote.
2. A shareholder attending the meeting in person and a proxy holding Proxy Form A or Form B must cast his/her votes in one of the following manners, i.e. approval, disapproval or abstention, and may not split his/her votes in each agenda item.
3. A proxy who is appointed 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 / Chairperson of the Audit Committee / Chairperson of the Sustainability Committee / Member of the Nomination and Remuneration Committee

Age: 81 years

Address: No. 1000/9, BTS Visionary Park - South Tower, 27<sup>th</sup> Floor, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

Special conflicts of interests in meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at the 2025 Annual General Meeting of Shareholders



### **2. Mr. Pisit Serewiwattana**

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

Age: 64 years

Address: No. 1000/9, BTS Visionary Park - South Tower, 27<sup>th</sup> Floor, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

Special conflicts of interests in meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at the 2025 Annual General Meeting of Shareholders



### **3. Mr. Kiet Srichomkwan**

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

Age: 88 years

Address: No. 1000/9, BTS Visionary Park - South Tower, 27<sup>th</sup> Floor, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

Special conflicts of interests in meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at the 2025 Annual General Meeting of Shareholders



### **4. Ms. Ratanaporn Sivaleepun**

Independent Director

Age: 55 years

Address: No. 1000/9, BTS Visionary Park - South Tower, 27<sup>th</sup> Floor, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

Special conflicts of interests in meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at the 2025 Annual General Meeting of Shareholders



### **5. Mr. Supa-us Tapaneeyakorn**

Independent Director

Age: 37 years

Address: No. 1000/9, BTS Visionary Park - South Tower, 27<sup>th</sup> Floor, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900

Special conflicts of interests in meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at the 2025 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

☐ นายพิศิษฐ์ เสรีวิวัฒนา หรือ  
Mr. Pisit Serewiwattana or

☐ นายเกียรติ ศรีจอมขวัญ หรือ  
Mr. Kiet Srichomkwan or

☐ นางสาวรัตนภรณ์ สิวลีพันธ์ หรือ  
Ms. Ratanaporn Sivaleepun or

☐ นายศุภอรรด ตปนียากร  
Mr. Supa-us Tapaneeyakorn

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 2568 ในวันจันทร์ที่ 21 กรกฎาคม 2568 เวลา 14.00 น. ณ ห้องพญาไท แกรนด์ บอลรูม ชั้น 6 โรงแรมอีสติน  
แกรนด์ พญาไท เลขที่ 18 ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และ  
สถานที่อื่นด้วย

Anyone of these persons is my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of  
Shareholders on Monday, 21 July 2025 at 2:00 p.m., at Phayathai Grand Ballroom, 6<sup>th</sup> Floor, Eastin Grand Hotel  
Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok, or any other date, time and place as  
the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567**

Agenda 2 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2024

☐ 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 2567/68 สิ้นสุดวันที่ 31 มีนาคม 2568

Agenda 3 To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2024/25 ended 31 March 2025

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No vote casting in this agenda)

วาระที่ 4 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2567/68 สิ้นสุดวันที่ 31 มีนาคม 2568

Agenda 4 To consider and approve the Company's financial statements for the fiscal year 2024/25 ended 31 March 2025

☐ 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 2567/68 สิ้นสุดวันที่ 31 มีนาคม 2568 และการจ่ายเงินปันผล

Agenda 5 To consider and approve allocation of the Company's operating profit for the fiscal year 2024/25 ended 31 March 2025 and dividend payment

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

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

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

วาระที่ 6 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 6 To consider and approve the election of directors to replace those who will retire 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.....นายมารุต อรรถไกรวัลวที.....  
Director's name.....Mr. Marut Arthakaivalvatee.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ.....นายกวิน กาญจนพาณิชย์.....  
Director's name.....Mr. Kavin Kanjanapas.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ.....นายสุรพงษ์ เลหาะอุญญา.....  
Director's name.....Mr. Surapong Laocha-Unya.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

4. ชื่อกรรมการ.....นายคง ชี เคื่อง.....  
Director's name.....Mr. Kong Chi Keung.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

5. ชื่อกรรมการ.....นายชาน คิน ตัก.....  
Director's name.....Mr. Chan Kin Tak.....

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ**

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

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

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 มีนาคม 2569**

Agenda 8 To consider and approve the appointment of auditors and determination of auditor fee for the fiscal year ended 31 March 2026

☐ 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 ☐ จดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ**

Agenda 9 To consider and approve the increase of the Company's registered capital

- ☐ 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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

**วาระที่ 10 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ**

Agenda 10 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

- ☐ 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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>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:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>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:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>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.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วิจิไอ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันจันทร์ที่ 21 กรกฎาคม 2568 เวลา 14.00 น. ณ ห้องพญาไท แกรนด์ บอลรูม ชั้น 6 โรงแรมอีสติน แกรนด์ พญาไท เลขที่ 18 ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of VGI Public Company Limited for the 2025 Annual General Meeting of Shareholders on Monday, 21 July 2025 at 2:00 p.m., at Phayathai Grand Ballroom, 6<sup>th</sup> Floor, Eastin Grand Hotel Phayathai, No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, 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:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

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

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

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

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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Approve Disapprove Abstain



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.

Shareholder (s) who individually or collectively hold shares not less than ten (10) percent 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 forty five (45) days after the date of receipt of the shareholders' request.

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 by mail or via electronic or other means in accordance with the criteria stipulated by laws or relevant notifications at least seven (7) days before the date of the meeting. The notice calling for the meeting shall also be published in a newspaper or via electronic or other means in accordance with the criteria stipulated by laws or relevant notifications, 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 or via electronic or other means in accordance with the criteria stipulated by laws or relevant notifications, 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)



QR Code User Procedure for Downloading  
Invitation to the 2025 Annual General Meeting of  
Shareholders, Annual Report 2024/25 (56-1 One Report)  
and other documents

### QR Code User Procedure for Downloading Invitation to the 2025 Annual General Meeting of Shareholders, Annual Report 2024/25 (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 2025 Annual General Meeting of Shareholders and the Annual Report 2024/25 (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

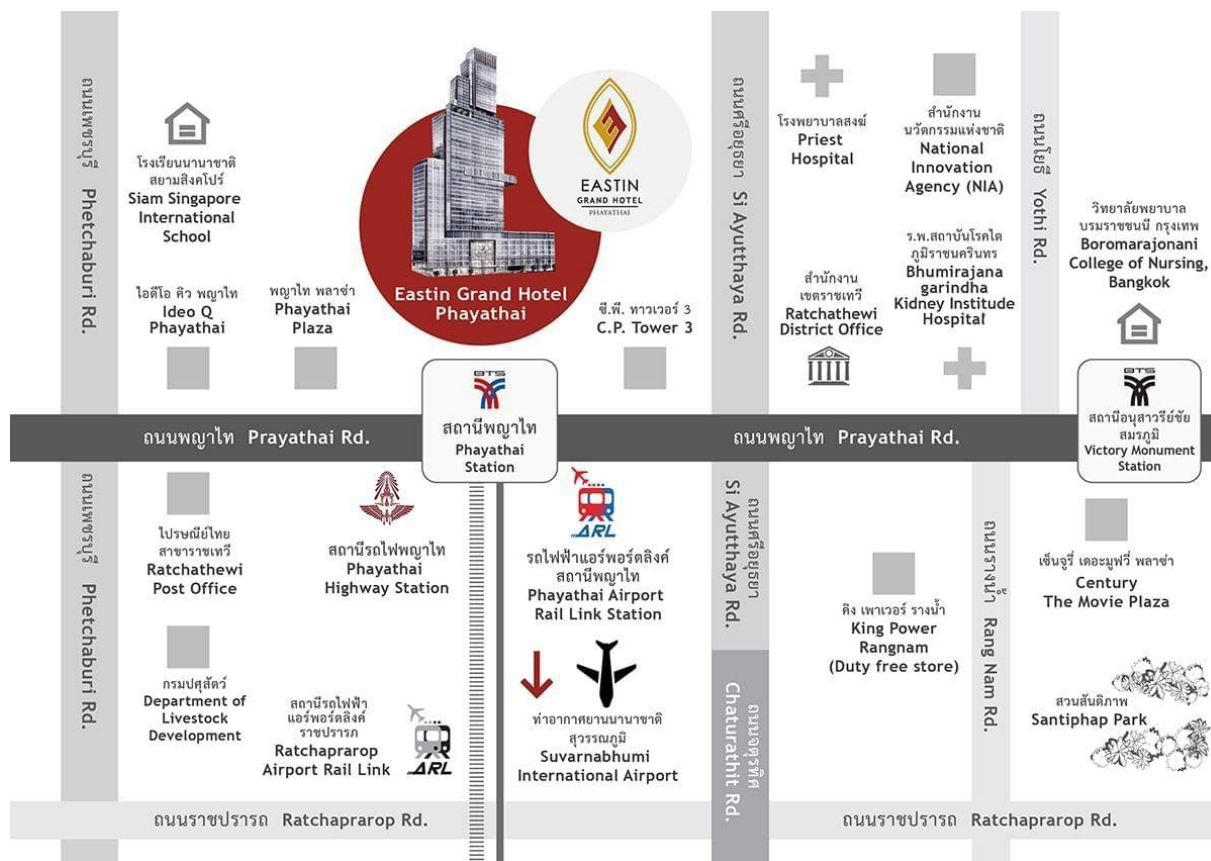
- 1) Open LINE application
- 2) Select “add friend”
- 3) Select “QR Code”
- 4) Scan the QR Code (point your camera to the QR Code)

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

### Map of the Meeting Venue

#### Eastin Grand Hotel Phayathai

No. 18 Phaya Thai Road, Thung Phaya Thai, Ratchathewi, Bangkok 10400



#### Directions

BTS Skytrain: Get off at BTS Phayathai Station, Exit 1

Bus on Phaya Thai Road: No. 29, 34, 36, 54, 59, 172, 177, and 187

Telephone Number: 02-483-2899

**INSPIRING FOR  
SUSTAINABLE FUTURE**



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