Enclosure 5

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 Friday, 17 July 2026 onwards at Phayathai Grand Ballroom, 6th 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 11.

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 6. 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 Friday, 10 July 2026:

   Company Secretary Department
   VGI Public Company Limited
   1000/9 BTS Visionary Park – South Tower, 27th 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 **Wednesday, 15 July 2026**.

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

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 9, 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 7: 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 7: 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:

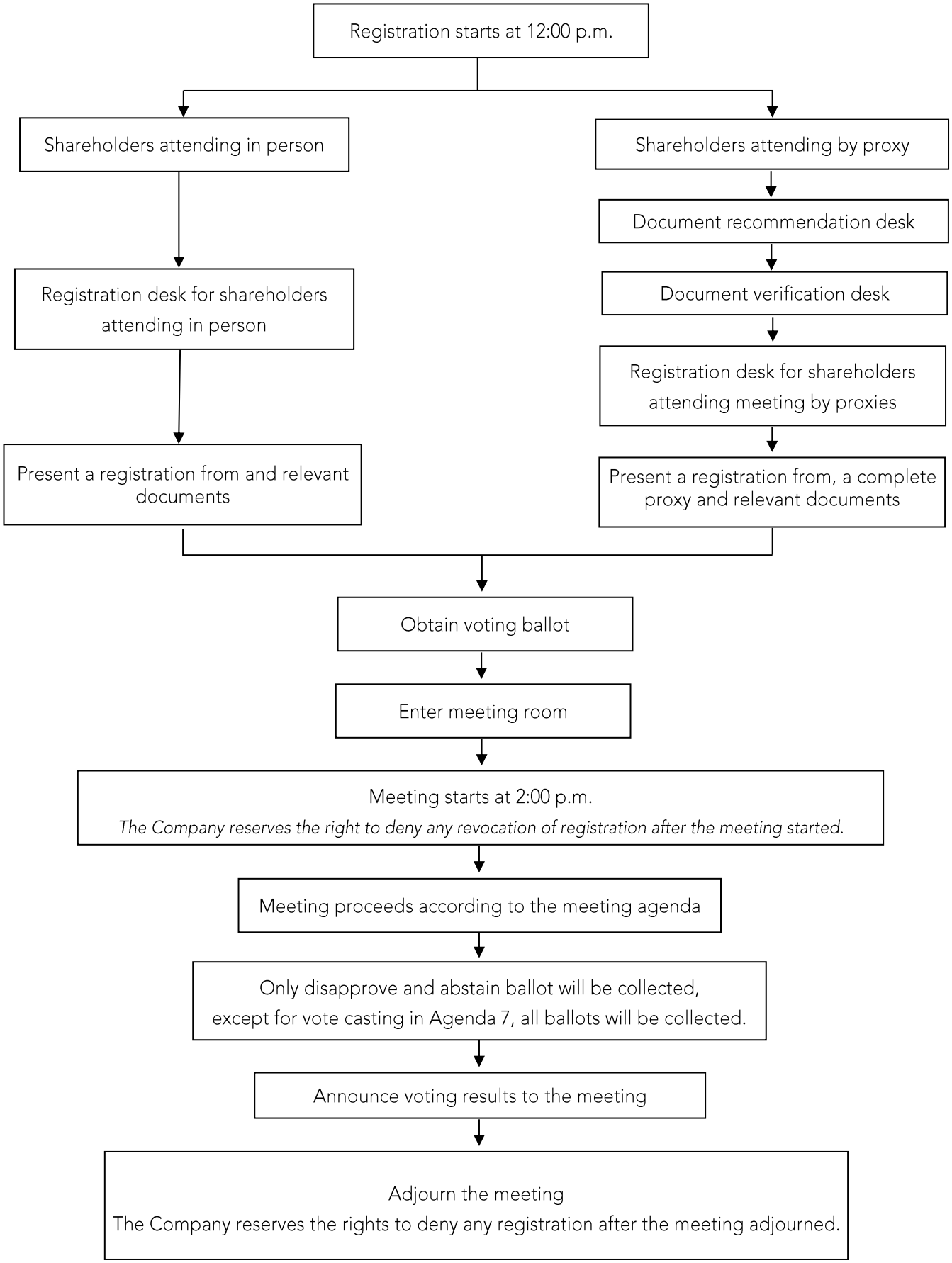
   9.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.

   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