

# LEADING THE WAY TO A SUSTAINABLE FUTURE

**INVITATION TO  
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VGI Public Company Limited**

**Friday, 17 July 2026 at 2.00 p.m.**

At Phayathai Grand Ballroom, 6<sup>th</sup> Floor, Eastin Grand Hotel Phayathai Bangkok.  
No. 18 Phaya thai Road, Thung Phaya thai, Ratchathewi, Bangkok

**VGI**

## 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.26.20

17 June 2026

**Subject:** Invitation to the 2026 Annual General Meeting of Shareholders

**To:** Shareholders  
VGI Public Company Limited

- Enclosures:**
1. Document for Agenda Item 2: Minutes of the 2025 Annual General Meeting of Shareholders
  2. Document for Agenda Item 3, 4, 8: Annual Report 2025/26 (56-1 One Report) and Sustainability Report 2025/26 in QR Code format
  3. Document for Agenda Item 7: Profiles of Candidates Nominated for Election as Directors and the Company's Definition of Independent Director
  4. Document for Agenda Item 9: Profiles and Professional Experiences of Auditors
  5. Guidelines for Appointment of Proxy, Registration, Documents for Registration, and Vote Casting and Counting
  6. Profiles of Independent Directors for Proxy Appointment
  7. 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>)
  8. Articles of Association Relating to the Shareholders' Meeting
  9. Registration Form
  10. QR Code User Procedure for Downloading Documents for 2026 Annual General Meeting of Shareholders
  11. Map of the Meeting Venue

The Board of Directors' Meeting of VGI Public Company Limited (the "Company") resolved to convene the 2026 Annual General Meeting of Shareholders on Friday, 17 July 2026 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 2025 Annual General Meeting of Shareholders**

**Facts and reasons:** It is deemed appropriate to propose that the shareholders' meeting to consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders held on 21 July 2025 as detailed in Enclosure 1.

Following this Annual General Meeting of Shareholders, the Company will publish the minutes of the shareholders' meeting on its website. This is to allow shareholders to verify the accuracy of the resolutions passed, topics discussed, or clarifications made during the meeting. Shareholders may also provide additional comments, suggestions regarding matters that should be recorded, and/or request amendments to the minutes within the legally prescribed timeframe. Accordingly, the Company will discontinue the agenda item to consider and adopt the minutes of the shareholders' meeting in future shareholders' meetings.

**Opinion of the Board of Directors:** The Board of Directors viewed that the 2025 Annual General Meeting of Shareholders was correctly and completely recorded and deemed it appropriate to propose that the shareholders' meeting certify the said minutes.

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

**Agenda 3** To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2025/26 ended 31 March 2026

**Facts and reasons:** The shareholders' meeting is proposed to acknowledge the performance of the Company and its subsidiaries for the fiscal year 2025/26 ended 31 March 2026 as appeared in Section 3.2 "2025/26 Financial Review" of the Annual Report 2025/26 (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 2025/26 ended 31 March 2026.

**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 2025/26 ended 31 March 2026

**Facts and reasons:** The shareholders' meeting is proposed to approve the Company's financial statements for the fiscal year 2025/26 ended 31 March 2026 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 2025/26 (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	
	2026	2025
Total assets (THB million)	39,862.12	39,666.29
Total liabilities (THB million)	3,206.22	2,912.49
Total shareholders' equity (THB million)	36,655.90	36,753.80
Total income (THB million)	5,095.72	5,679.91
Net profit (Loss) – a portion attributable to equity holders of the Company (THB million)	(1,063.73)	501.23
Earnings (Loss) per share – a portion attributable to equity holders of the Company (THB per share)	(0.05)	0.04

**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 2025/26 ended 31 March 2026 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 no dividend payment for the fiscal year 2025/26 ended 31 March 2026

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

Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "PLCA") requires that so long as a company has accumulated losses, it cannot pay out dividends even though it has net profit in such a particular year. In addition, Article 44 of the Company's Articles of Association stipulates that the dividend shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

According to the Company's operating results from the separate financial statements for the fiscal year 2025/26 ended 31 March 2026, the Company has a net loss of THB 2,389.7 million and an unappropriated retained loss of THB 2,326.7 million. In order to comply with the Company's Articles of Association and the PLCA, the Company has therefore made no dividend payment for the operating results for the fiscal year 2025/26 ended 31 March 2026.

The table below presents a comparison of dividend pay-outs for the past 3 years, detailed as follows:

Items	Fiscal year ended 31 March		
	2025/26	2024/25	2023/24
Number of shares			
- Interim dividend (million shares)	-	-	-
- Annual dividend (million shares)	-	20,000.0	-
Cash dividend per share	-	0.013	-
- Interim dividend (THB per share)	-	-	-
- Annual dividend (THB per share)	-	0.013	-
Total dividend payout (THB million)	-	260.0	-
Net profit based on the standalone financial statements (THB million)	(2,389.7)	631.9	(3,510.8)
Dividend payout ratio (percent)	-	41	-

**Opinion of the Board of Directors:** The Board of Directors deemed appropriate to propose that the shareholders' meeting consider and approve no dividend payment for the operating results for the fiscal year 2025/26 ended 31 March 2026 due to the Company has a net loss of THB 2,389.7 million and an unappropriated retained loss of THB 2,326.7 million, in order to comply with the Company's Articles of Association and the PLCA.

**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 utilisation of the legal reserve and share premium to offset the retained losses in the Company’s separate financial statements**

**Facts and reasons:** Pursuant to Section 119 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the “PLCA”), where approval of the shareholder meeting has been obtained, the Company may transfer the reserve fund referred to in Section 51, the reserve fund referred to in Section 116 or other reserves to compensate for the deficit of the Company. The compensation for the deficit under the first paragraph shall first be deducted from other reserves and then be deducted from the reserve funds referred to in Section 116 and Section 51 respectively.

The Company has a retained loss in the separate financial statements for the fiscal year 2025/26 ended 31 March 2026 of THB 2,326,737,011.82 million. Therefore, the Board of Directors has considered and recommended that the shareholder meeting consider and approve the utilisation of the legal reserve in the amount of THB 200,000,000.00 and the share premium in the amount of THB 2,126,737,011.82 to offset the retained losses in the Company's separate financial statements. Following the utilisation of the legal reserve and share premium to offset the retained losses, the Company's separate financial statements will reflect no deficit, the legal reserve of the Company will be zero, and the remaining share premium will be in the amount of THB 36,158,248,734.46, which will enable the Company to resume its dividend payment should it has a profit in the future.

**Opinion of the Board of Directors:** The Board of Directors deemed appropriate to propose that the shareholders’ meeting consider and approve the utilisation of the legal reserve and share premium to offset the retained losses in the Company's separate financial statements.

**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 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 2026 Annual General Meeting of Shareholders, as follows:

	Name	Position	Tenure of Independent Director until this Retirement
1)	Mr. Keeree Kanjanapas	Chairman of the Board of Directors	-
2)	Assoc. Prof. Jaruporn Viyanant	Independent Director	14 years 4 months
3)	Mr. Pisit Serewiwattana	Independent Director	4 years 8 months
4)	Mr. Kamonpop Veerapala	Independent Director	5 months
5)	Ms. Ratanaporn Sivaleepun	Independent Director	1 year 9 months

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 2026 Annual General Meeting of Shareholders during 19 December 2025 to 31 March 2026. 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. In addition, the independent director nominee 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 (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.

Furthermore, Assoc. Prof. Jaruporn Vaiyanant has served as an independent director of the Company for 14 consecutive years. If she is re-elected for another term and completes it, she will have held the position for 17 consecutive years. This would exceed the recommended tenure for an independent director position according to the good corporate governance principles. Nevertheless, she possesses a wealth of knowledge and experience in the areas of accounting and finance, management, risk management, marketing, human resources, and strategic planning. During her tenure as an independent director, she has devoted her knowledge, abilities, experiences, and opinions that are independent and beneficial to the company's business operations, as well as performing her duties with responsibility, prudence, and integrity.

Therefore, the shareholders' meeting is proposed to consider and approve the re-election of (1) Mr. Keeree Kanjanapas, (2) Assoc. Prof. Jaruporn Viyanant, (3) Mr. Pisit Serewiwattana, (4) Mr. Kamonpop Veerapala, and (5) Ms. Ratanaporn Sivaleepun as directors of the Company for another term of office. A brief profile of the 5 candidates nominated for election as director and independent directors and the Company's definition of independent director 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. Also, the independent director nominee could provide independent opinion in accordance with the laws and regulations related to independent director. Therefore, it is deemed appropriate to propose that the shareholders' meeting approve the re-election of the 5 candidates, i.e. (1) Mr. Keeree Kanjanapas, (2) Assoc. Prof. Jaruporn Viyanant, (3) Mr. Pisit Serewiwattana, (4) Mr. Kamonpop Veerapala, and (5) Ms. Ratanaporn Sivaleepun 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 8 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 2026/27 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 2026/27	Year 2025/26	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>			
<b>Board of Directors</b>	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

Year 2025/26 (ended 31 March 2026)	Year 2024/25 (ended 31 March 2025)
None	THB 1.04 million

2) Non-monetary remuneration

Year 2026/27	Year 2025/26
None	None

Details of the directors' remuneration paid for the fiscal year 2025/26 ended 31 March 2026 are set forth in Section 6.3 "Key Performances in Corporate Governance" in the Annual Report 2025/26 (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 9 To consider and approve the appointment of auditors and determination of auditor fee for the fiscal year ended 31 March 2027**

**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 2027, to review and give opinion on the Company's financial statements:

- 1) Mr. Vatcharin Pasarapongkul, Certified Public Accountant No. 6660 (who signed the Company's financial statements for the fiscal year ended 31 March 2025 and the fiscal year ended 31 March 2026); and/or
- 2) Mr. Preecha Arunnara, Certified Public Accountant No. 5800 (who has never signed the Company's financial statements); 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 2027 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 2027 in the amount not exceeding THB 3.30 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 2026/27 ended 31 March 2027 (THB million)	Fiscal year 2025/26 ended 31 March 2026 (THB million)
Fee for reviewing quarterly financial statements	1.10	1.10
Fee for auditing annual financial statements	2.20	2.10
<b>Total audit fee</b>	<b>3.30</b>	<b>3.20</b>

The non-audit fee for the fiscal year ending 31 March 2027 will be paid as actually incurred by EY Office Limited and/or its group companies. For the fiscal year 2025/26, the Company and its subsidiaries paid the non-audit fee to the group companies of EY Office Limited in the amount of THB 2.47 million.

The Company would like to advise that for the fiscal year ending 31 March 2027, the auditors from EY Office Limited and its related company will be the auditors of 14 subsidiaries of the Company. Three 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 2027 is approximately THB 11.51 million (For the fiscal year ended 31 March 2026, the audit fee for the Company's subsidiaries was THB 12.15 million, which decreased from the preliminary advised amount of THB 12.49 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. Vatcharin Pasaraongkul and/or Mr. Preecha Arunnara and/or Mr. Serm Brisuthikun as the Company's auditors for the fiscal year ended 31 March 2027 and the determination of the audit fee of the Company in the amount of not exceeding THB 3.30 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 10 To consider other businesses (if any)**

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

In compliance with the principles of good corporate governance, the Company invited the shareholders to propose agenda items for the 2026 Annual General Meeting of Shareholders during the period from 19 December 2025 until 31 March 2026 as per the details published on SET's website and the Company's website on 19 December 2025. 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 6** and use Proxy Form B enclosed herewith in **Enclosure 7** 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 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

In addition, the Company encourages the shareholders to submit questions that are relevant to the agenda of the 2026 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 5**. The Company will conduct the meeting in accordance with the meeting procedures and the Company's Articles of Association as per **Enclosure 8**.

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 2026 Annual General Meeting of Shareholders, other documents, and the Annual Report 2025/26 (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 9 June 2026.
- 3) For any queries concerning the 2026 Annual General Meeting of Shareholders, please contact the Company Secretary Division at telephone number 0 2273 8884 ext. 391.



Minutes of the 2025 Annual General Meeting  
of Shareholders, held on 21 July 2025

Minutes of the 2025 Annual General Meeting of Shareholders  
VGI Public Company Limited  
21 July 2025

**Date, time, and venue**

The 2025 Annual General Meeting of Shareholders (the “**Meeting**”) of VGI Public Company Limited (the “**Company**”) was held on 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.

**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**”).

Before proceeding with the Meeting, the Secretary informed the Meeting that this Meeting was a carbon-neutral event, as the Company realised that its events are part of reducing global warming and reflect concrete initiatives to reduce the impact of climate change sustainably.

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

Registered capital	2,370,280,017.90	Baht
Paid-up capital	2,000,000,000.00	Baht
Issued shares	20,000,000,000	shares
Par value per share	0.10	Baht

As of 13 June 2025, the date on which the Company determined the list of shareholders entitled to attend the Meeting (a record date), the Company had 19,939 shareholders in total, comprising Thai nationals of 19,869 shareholders, holding 10,227,695,949 shares, equivalent to 51.14 per cent of the Company’s total issued shares, and foreign nationals of 70 shareholders, holding 9,772,304,051 shares in aggregate, equivalent to 48.86 per cent of the Company’s total issued shares.

There were 342 shareholders present at the Meeting, of whom 140 attended in person and 202 by proxy, holding 17,143,271,655 shares in aggregate, representing 85.7163 per cent 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 401 shareholders holding altogether 17,144,112,281 shares, or 85.7205 per cent 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
Ms. Yaowarote Klinboon	Director
Asst. Prof. Dr. Thanarek Thanakijssombat	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
Mr. Lap Shun Nelson Leung	Director/ Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Executive Officer
Mrs. Chitkasem Moo-Ming	Director/ Member of the Executive Committee/ Member of the Risk Management Committee/ Chief Financial Officer
Assoc. Prof. Jaruporn Viyanant	Independent Director/ Chairperson of the Audit Committee/ Chairperson of the Sustainability Committee/ Member of the Nomination and Remuneration Committee
Mr. Kiet Srichomkwan	Independent Director/ Chairman of the Risk Management Committee/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee
Mr. Pisit Serewiwattana	Independent Director/ Chairman of the Nomination and Remuneration Committee/ Member of the Audit Committee
Ms. Ratanaporn Sivaleepun	Independent Director
Mr. Supa-us Tapaneeyakorn	Independent Director

There were 15 directors present at the Meeting, equivalent to 100 per cent of the total number of the Company's directors.

### **Executives present at the Meeting**

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

### **Auditor present at the Meeting**

Mr. Vatcharin Pasarapongkul	Auditor from EY Office Limited
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### **Advisors present at the Meeting**

Ms. Phatomol Phisitbuntoon	Legal advisor from Wise Equity Legal Counsel Limited
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The Secretary informed the Meeting that to promote good corporate governance, Mr. Narat Aphiphunya, a representative from Wise Equity Legal Counsel 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. Nonetheless, none of the shareholders had expressed their intention to witness the vote count of the Meeting.

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 20 June 2025 to allow the shareholders to submit queries in advance, but no shareholders submitted any queries.

In addition, the Company had also invited the shareholders to propose agenda items in accordance with the Company's criteria in advance during the period from 20 December 2024 to 31 March 2025 as publicized on the SET's electronic system and the Company's website. However, no shareholders had proposed any agenda item for the Meeting.

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 in the past year, the Company undertook two significant activities: the issuance and offering of ordinary shares of the Company via private placement, which successfully raised THB 13,208 million, and the disposal of all ordinary shares of Roctec Global Public Company Limited to BTS Group Holdings Public Company Limited, resulting from the restructuring

of the business group within the BTS group. This transaction resulted in a net cash payment of THB 2,191 million for the Company. The two transactions together increased the Company's capital by approximately THB 15,399 million, significantly enhancing the Company's financial strength.

As of 31 March 2025, the Company has cash, cash equivalents, and short-term investments totalling approximately THB 21,395 million, reflecting its readiness to invest in the expansion of existing businesses and in new ones with potential. Furthermore, for the fiscal year 2024/25, the Company's performance has significantly improved, achieving a net profit of THB 501 million. Therefore, the Board of Directors has proposed to the shareholders' meeting to consider and approve a dividend payment at the rate of 1.3 Satang per share.

With the Company's intention to continue operating its business in tandem with good governance principles and creating sustainable value for stakeholders, the Company received recognition and numerous awards both nationally and internationally, such as

- Received an "Excellent" (CG 5 stars) corporate governance assessment result from the Thai Institute of Directors Association (IOD) for the 9<sup>th</sup> consecutive year.
- Being ranked as the world's most sustainable company in the media, movies, and entertainment industry for the 3<sup>rd</sup> consecutive year by S&P Global.
- Selected to be included in the SET50 index since April 2025, which is the largest stock index of the top 50 listed companies on the Stock Exchange of Thailand.

Regarding the detailed operational results, the Chief Executive Officer will provide a report to the Meeting later.

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.

The Secretary allowed the Meeting to express opinions or make queries in relation to the agenda. However, there was no shareholder expressed any opinions or made any queries.

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

The Secretary proposed that the Meeting consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on 15 October 2024, as detailed in the copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 Enclosure 1 which was disseminated to the shareholders together with the invitation to the Meeting in a QR code format.

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 Extraordinary General Meeting of Shareholders No. 1/2024, 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	17,143,564,677	100.0000
Disapprove	0	0.0000
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (367 persons)	17,143,566,077	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

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

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

Mr. Lap Shun Nelson Leung, Chief Executive Officer, welcomed the shareholders and stated at the Meeting, which can be summarised that it was a pleasure to meet with the shareholders today and this was a good opportunity to provide the shareholders' meeting with an overview of the Company over the year.

In the past year, the Company has reinforced its leadership in offline-to-online solutions marketing by integrating out-of-home media with digital platforms under the Rabbit ecosystem, delivering seamless and effective campaigns for clients. The Company has also achieved significant recovery in overall performance, driven by the improved revenues of advertising and digital services businesses.

Subsequently, an overview of key business developments from the past year was presented, and the Chief Financial Officer will provide further details at the meeting, along with the Company's outlook for the upcoming year 2025/26, which can be summarised as follows.

The Company will focus on innovation, operational excellence, and strategic growth for its current business and seek additional new business opportunities. For the advertising business, the Company will prioritise collaboration with Plan B Media Public Company Limited ('PlanB'), which has been appointed as the advertising media management and service provider for the group's media since May 2025. This collaboration is expected to enhance the Company's revenue through the launch of new, diverse, and engaging advertising packages, as well as improve operational efficiency and cost management, ultimately increasing the Company's profit margins.

Furthermore, the government's 20-baht flat fare policy, set to be implemented in October 2025, is expected to significantly increase the number of passengers using the BTS. This will create a favourable opportunity for advertising media access, and the growing number of customers at Turtle Shop and other vendors renting space at BTS stations will also lead to increased revenue in this sector.

In the future, the Company will continue to streamline our business portfolio, as well as welcome strategic investments that enhance and develop the Company's core business. Lastly, on behalf of the management team, I would like to express our gratitude to the shareholders for their trust and continuous support.

Later, Mrs. Chitkasem Moo-Ming, Chief Financial Officer, provided details regarding the Company's key developments in 2024/25, and the operating results for the fiscal year 2024/25, which ended 31 March 2025, as follows:

### **Key Business Developments of the Company in 2024/25**

**Advertising** In the past year, the advertising business introduced 3 new packages to meet brand demands and enhance customer reach effectively. These include:

- (1) **SuperBKK** is a comprehensive package of BTS sky train, out of home, and indoor advertising that covers all of Bangkok, enable brands to reach more than 80% of the city's population.
- (2) **SuperBTS** is a high-frequency advertising package on BTS sky train, reaching high purchasing power passengers. This package keeps the brand the top of mind for consumers throughout their journey.
- (3) **Grand Static** is a large-scale static media that integrates station wall and platform ceiling, creating attention-grabbing content for passengers while providing brands with opportunities to creatively present their stories.

In addition, the Company has developed VGI Pulse, a proprietary tool designed to assess the effectiveness of out-of-home advertising. VGI Pulse can provide in-depth measurements of media visibility by utilising data on passenger numbers within the train system and the number of VGI advertising inventory to estimate the number of viewers. It also incorporates data from Rabbit Card users to assess travel frequency and viewer demographics such as age, gender, purchasing power, interests, and consumption behaviour. Moreover, it employs technology like Grid Reach to identify the quantity and interest of individuals who view the media in the targeted areas. This enables the Company to collaborate with brands to refine advertising strategies effectively, reaching the target consumer segments precisely and optimising advertising budgets.

**Digital Services** consists of cashless payment services through Rabbit Cards. Over the past year, the Company has developed Rabbit Wallet, an electronic wallet linked to the Rabbit Card, which allows for convenient and rapid top-ups via the My Rabbit application. Rabbit Wallet has been developed using Cloud technology, enhancing security, ensuring that balance on the Rabbit Card will not be lost in the event of card loss. Additionally, Rabbit Wallet has been designed to support the government policy of a 20-baht flat fare. As of the end of fiscal year 2024/25, the number of Rabbit Card issued was 19.6 million, representing an increase of 10.5% from the previous year.

In the area of insurance brokerage and financial products on the online platform of Rabbit Care Co., Ltd. ("**Rabbit Care**"), over the past year, Rabbit Care has developed and launched the Rabbit Care application to further facilitate customers in addition to the website channel, allowing them to independently compare insurance products and self-renew policies. Furthermore, users can access real-time support through a live chat service. In the fiscal year 2024/25, Rabbit Care achieved a total of 234,801 policies sold, representing an increase of 4.1% compared to the previous year.

For the digital lending service under Rabbit Cash Co., Ltd. ("**Rabbit Cash**"), Rabbit Cash has expanded its welfare loan program to support organisations in providing financial assistance to their employees. Additionally, it collaborates with organisations to promote sustainability efforts, such as providing education on financial planning and other services to enhance employees' quality of life. This program has been recognised and awarded for its sustainability as well. Currently, Rabbit Cash

has a total loan outstanding of THB 1,035 million, representing an increase of 41.5% compared to the previous year.

**Distribution** The Company's distribution business operated through Fanslink Communication Co., Ltd. ("**Fanslink**") and Super Turtle Public Company Limited ("**Super Turtle**"). In the past year, Fanslink has adjusted its strategy to focus on its own brands, such as EZHome for smart home products and Pando for pet-related products. Additionally, for other brands, it has expanded its offerings to include high-demand products with high-profit margins, such as items in the health and beauty sector as well as electronics. As a result, the proportion of its own brands and exclusive brand has increased to 26%, compared to 19% in the previous year. Furthermore, the gross profit margin has risen to 25%, up from 14% in the previous year.

For Super Turtle, which is engaged in the management of stores and commercial rental spaces on the BTS Skytrain network authorised by the Company, last year Super Turtle expanded the number of Turtle stores to provide services at the Skytrain stations, resulting in a total of 27 branches. This includes 22 branches located at Green Line stations, 3 at Yellow Line stations, and 2 outside BTS stations. Additionally, new products have been launched under its own brand, and product packaging has been modernized to enhance brand recognition. As for the rental business, by the end of the fiscal year 2024/25, the occupancy rate of spaces on the Green Line Skytrain stands at 64%.

#### **Overview of the Company's performance for year 2024/2025**

In 2024/25, the Company reported revenue from services and sales of THB 5,219 million, an increase of 8.4% from the previous year. 1) The advertising media business had revenue of THB 2,416 million, an increase of 15% from last year, mainly driven by higher revenue across all media channels. 2) Revenue from the digital services reached THB 1,646 million, up 7% from the previous year. This was mainly driven by interest income, which rose alongside the increase in outstanding loans from Rabbit Cash's digital lending portfolio. 3) The distribution business has revenue amounting to THB 1,158 million, similar to the previous year. However, Fanslink's revenue declined due to a strategic shift that involved reducing sales of low-margin products from other brands and focusing on selling their own brand and exclusive brands that have higher profit margins. Nonetheless, this decline was offset by an increase in revenue from Super Turtle's retail business, which expanded its branches and improved operational efficiency.

The revenue composition comes from the advertising business at 46%, the digital services business at 32%, and the distribution business at 22% of the total revenue from services and sales of the Company. Moreover, the Company has a gross profit amounting to THB 1,810 million, which represents an increase of 24.5% from the previous year, and the gross profit margin has improved to 35%, up from 30% in the previous year.

In the past year, sales and administrative expenses amounted to THB 2,072 million, representing a decrease of 18%, primarily due to a commitment to continuous cost management across all business segments, particularly in the advertising and digital services sectors. This resulted in the ratio of sales and administrative expenses to revenue decreasing to 40% from 52% in the previous year.

Furthermore, in the fiscal year 2024/25, the Company did not incur any losses from disposal and impairment of investments in joint ventures. Additionally, the Company recorded a share of profit from investments in joint ventures and associates amounting to THB 229 million, compared to a loss share of THB 735 million in the previous year, mainly due to absence of a share of loss from KEX

Express (Thailand) Public Company Limited and the improved performance of Jaymart Group Holdings Public Company Limited.

As a result of all the above, the Company recorded a net profit of THB 501 million, reversing from the net loss in the previous year. In addition, In the fiscal year 2024/25, the Company successfully issued and offered new ordinary shares, resulting in a stronger financial position with cash and short-term investments amounting to THB 21,395 million and no interest-bearing liabilities, demonstrating readiness to invest in expanding existing businesses and to seize investment opportunities in new ventures.

#### **Awards and achievements in the past year**

The Company places importance on continuously operating under the framework of sustainable business development, with awards and achievements as a reinforcement of the proper direction of the Company's operations. The list of awards is as follows:

- 1) Recognised as the world's most sustainable company in Media, Movies & Entertainment sector for the 3<sup>rd</sup> consecutive year by S&P Global.
- 2) Included into SET ESG Ratings under the Services sector for the 4<sup>th</sup> consecutive year and ranked "AA" level for this year by SET.
- 3) Excellent Corporate Governance Report of Thai Listed Companies for the 9<sup>th</sup> consecutive year by Thai institute of Directors Association (IOD)
- 4) Certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) since 2014.
- 5) Included into MSCI Small Cap Indices from the Morgan Stanley Capital International (MSCI) index for the 5<sup>th</sup> consecutive year
- 6) Included into SET50 Index since April 2025

In addition, the Secretary informed the Meeting regarding the anti-corruption actions carried out by the Company in the fiscal year 2024/25. The Company has been registered as a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2017. And by adhering to the continuous and strict compliance with the anti-corruption policy, the Company received the 3<sup>rd</sup> certification of CAC membership renewal on June 30, 2023, which is valid for 3 years and will expire on June 30, 2026. The Company has also reviewed and made amendments to its anti-corruption measures to ensure their appropriateness and alignment with the changes in relevant regulations.

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

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

## Recommendations / queries / responses

<p><b>Query</b></p>	<p>Ms. Butsakorn Ngamphasuthadol enquired as follows:</p> <ol style="list-style-type: none"> <li>1. From the perspective of financial strength and sustainability, these aspects are regarded as the Company's strengths. However, when assessing investments, the Company's operational results take precedence. Despite returning to profitability this year after recording continuous losses over the past three years, the current level of profitability remains unattractive for investment. The Company has consistently attributed these challenges to overall economic conditions. Nonetheless, is there any guidance for shareholders on the Company's plans for growth and improving profitability in the coming years, and in which specific business sectors this will occur?</li> <li>2. Aside from the intention to increase the number of Rabbit Cards, can the Company explore other avenues to generate additional revenue or profit from the usage of Rabbit Cards? Furthermore, I would like to understand the rationale behind expanding Turtle shop branches outside of BTS stations. Will the Company prioritise this strategy, or will it continue to primarily focus on expanding branches within BTS stations?</li> </ol>
<p><b>Response</b></p>	<p>Mr. Keeree Kanjanapas, Chairman of the Board of Directors, explained that the Company has a strong financial position and is in a state of readiness for future business investments. The Company continues to seek suitable business opportunities, including projects that are currently under consideration, although we cannot provide details at this time. It is important to note that in any investment considerations, the Company will prioritise the best interests of its shareholders.</p> <p>The total number of users of all rail lines using the Rabbit Card has increased annually by only approximately 5-6%, primarily due to the limited coverage of routes, which contrasts with systems in other countries. This has led to insufficient utilisation of the Rabbit Card. However, the forthcoming policy introducing a flat fare of 20-baht is expected to represent a positive development for the public and is anticipated to benefit the business group as well.</p> <p>The Turtle shop concept arises from the Company's existing business of leasing commercial space at BTS stations. Therefore, utilising the space for its own business is advantageous, leading to the development of the Turtle shop. To expand the branches, it is necessary to add locations until a predetermined number is reached to break even and generate profit. The focus remains on expanding branches at BTS stations rather than outside stations, as operating on its own territory entails lower risks and better oversight across various aspects. Moreover, opening shops in this manner in areas outside BTS stations faces substantial competition from numerous existing operators. The Yellow and Pink Line are currently under consideration; if feasible, it would potentially double the number of Turtle shop.</p>

<b>Query</b>	Mr. Sanya Sri-uthai enquired how the USA's tax policy, effective 1 August 2025, will impact the Company, and what preparations have been made to address this?
<b>Response</b>	Mr. Keeree Kanjanapas, Chairman of the Board of Directors, explained that the overall state of the nation's economy will undoubtedly have an impact; however, since the business of the group is not related to imports or exports, it may not be affected directly.
<b>Query</b>	Mr. Kittiyos Arphakiattiwong enquired about the membership of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) being renewed every 3 years, and how much it costs for this matter.
<b>Response</b>	Mrs. Sirithan Singchoowong, Company Secretary, explained that the membership must be renewed every three years, with a renewal fee of THB 25,000.
<b>Query</b>	Ms. Kotchakorn Manee enquired about the advantages and disadvantages of entering into a advertising media management and service agreement with PlanB.
<b>Response</b>	Mr. Kavin Kanjanapas, a Director and Chairman of the Executive Committee, explained that this matter is part of the synergy that was planned from the very beginning when the Company invested in PlanB shares. The advantage of this operation is that it will enhance operational efficiency and cost management, as well as improve pricing negotiations, which will increase the Company's profit margins.
<b>Query</b>	Mr. Sakchai Sukulsrimontree enquired about: <ol style="list-style-type: none"> <li>1. The rationale for the Company's decision to dispose all of its shares in Roctec Global Public Company Limited ("ROCTEC").</li> <li>2. The rationale for the Company recognising a loss from the impairment of an investment amounting to THB 489 million.</li> </ol>
<b>Response</b>	Mr. Kavin Kanjanapas, a Director and Chairman of the Executive Committee, clarified that ROCTEC initially operated within the advertising sector. However, ROCTEC has since shifted its focus towards a new direction, which is unrelated to its original business model and that of VGI. This new direction centres on comprehensive system solutions, particularly in the realm of Information and Communication Technology (ICT). The Company lacks experience and expertise in this area, and it does not align with the future strategic objectives that we aim to pursue. Consequently, a decision has been made to divest all shares to BTS Group Holdings Public Company Limited.

	Mrs. Chitkasem Moo-Ming, a Director and Chief Financial Officer, Super Turtle's inability to expand its branches as planned, due to various legal constraints, has negatively impacted the Super Turtle's operational performance. Consequently, when assessing the current value of Super Turtle, estimated at approximately THB 4,155 billion using the Discounted Cash Flow method, in comparison to the investment made by the Company in Super Turtle through Point of View (POV) Media Group Co., Ltd., which totals THB 4,644 billion, the Company has recognised an impairment loss on its investment in accordance with accounting standards. This loss is reflected solely in the company's separate financial statements and amounts to THB 489 million.
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**Agenda 4 To consider and approve the Company's financial statements for the fiscal year 2024/25 ended 31 March 2025**

The Secretary proposed that the Meeting consider and approve the Company's financial statements for the fiscal year 2024/25 ended 31 March 2025 and invited Mrs. Chitkasem Moo-Ming, Chief Financial Officer, to present details of this agenda to the Meeting.

Mrs. Chitkasem Moo-Ming, Chief Financial Officer, reported to the Meeting that the Company's financial statements for the fiscal year 2024/25 ended 31 March 2025 have been audited by the certified auditors, reviewed by the Audit Committee, and duly approved by the Board of Directors, as detailed in the 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) which has been delivered to the shareholders together with the invitation to the Meeting in a QR code format. The key highlights of which can be summarised in comparison with those of the preceding fiscal year 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)

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 Company's financial statements for the fiscal year 2024/25 ended 31 March 2025, 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	17,143,313,501	100.0000
Disapprove	0	0.0000
Abstain	565,500	-
Void ballot(s)	0	0.0000
Total (399 persons)	17,143,879,001	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

**Recommendations / queries / responses**

<b>Query</b>	Mr. Pramote Librattanasukul enquired about the plan for using the funds raised from the issuance and offering of ordinary shares of the Company via private placement.
<b>Response</b>	Mr. Keeree Kanjanapas, the Chairman of the Board of Directors, explained that the funds raised from this initiative amount to approximately THB 13,208 billion, with a clearly defined expenditure plan established following the approval from the Extraordinary General Meeting of Shareholders No.1/2024. When combined with the Company's cash and short-term investments, the total available for investment rises to approximately THB 21,395 billion. This indicates that VGI possesses strong financial capabilities and a robust financial position. However, the Company has several projects under consideration for investment feasibility, details of which cannot be disclosed at this time.
<b>Query</b>	Ms. Butsakorn Ngamphasuthadol enquired as follows: <ol style="list-style-type: none"> <li>1. Is the current net profit margin rate of the Company regarded as the standard bottom line that is unlikely to decline significantly further?</li> <li>2. Considering the Company's revenue structure, the advertising business still shows growth potential, but the digital services and distribution business do not seem to stand out in the market. Therefore, I would like to enquire about the Company's perspective on both businesses.</li> </ol>

<b>Response</b>	Mr. Keeree Kanjanapas, the Chairman of the Board of Directors, stated that the Company's overall performance this year resulted in a net profit of THB 501 million. This achievement is credited to the dedication and commitment of the Board of Directors, management, and employees, which facilitated the Company's recovery. However, this figure is still considered unsatisfactory. Regarding the Company's future business operations, it is essential to grant the Board of Directors and management the opportunity to execute their plans first. We are of strong belief that the Company will be able to achieve even higher profits in the future.
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**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**

The Secretary stated to the Meeting that the Company had 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. In addition, Section 116 of the PLCA further required 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 triggered 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 to appropriate other types of reserves as it may deem appropriate.

In allocating the profit for dividends from the Company's operating results for the fiscal year 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.

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*	-	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*	-	895.5
Net profit based on the standalone financial statements (THB million)	631.9	(3,510.8)	1,145.3
Dividend payout ratio (per cent)	67.97*	-	78.19

\* 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.

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.

According to the exercise of rights as of 30 June 2025, none of the warrant holders have exercised their rights. Consequently, the actual dividend rate will be determined based on the Company's current total issued shares of 20,000 million. This will result in an approximate dividend of THB 260 million. The dividend payout ratio, calculated by comparing the dividend payment to the net profit after tax deductions in the separate financial statement and accounting for the legal reserve, will be around 60.20%. This aligns with the Company's dividend policy.

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

#### Resolution:

Upon due consideration, the Meeting resolved to approve the appropriation of the Company's operating profit for the fiscal year 2024/25 ended 31 March 2025 to pay out dividends at the rate of THB 0.013 per share (1.3 Satang per share), 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	Per centage
Approve	17,144,094,101	99.9999
Disapprove	3,900	0.0000
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

In addition, the Meeting acknowledged the appropriation of the legal reserve in the amount of THB 200,000,000.00, which exceeds 5 per cent of its annual profit as required by law.

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

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

The Secretary further informed the Meeting that, 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 was 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 was presented in **Enclosure 3** which was delivered to the shareholders together with the invitation to the Meeting in a QR code format.

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

**Resolution:**

Upon due consideration, the Meeting resolved to re-elect the 5 candidates who retired by rotation as the directors of the Company for another term of office, detailed as follows:

1. Resolved to approve the re-election of Mr. Marut Arthakaivalvatee 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	Per centage
Approve	17,130,192,135	99.9188
Disapprove	13,905,866	0.0811
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

2. Resolved to approve the re-election of Mr. Kavin Kanjanapas 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	Per centage
Approve	17,135,907,935	99.9522
Disapprove	8,190,066	0.0477
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

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

Shareholders voting	Number of votes	Per centage
Approve	17,135,907,935	99.9522
Disapprove	8,190,066	0.0477
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

4. Resolved to approve the re-election of Mr. Kong Chi Keung 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	Per centage
Approve	17,132,153,135	99.9303
Disapprove	11,944,866	0.0696
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

5. Resolved to approve the re-election of Mr. Chan Kin Tak 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	Per centage
Approve	16,642,903,049	97.0765
Disapprove	501,194,952	2.9234
Abstain	1,400	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

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

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

In determining directors' remuneration, the Board of Directors, upon a thorough consideration of the Nomination and Remuneration Committee, considered the business size and the Board of Directors' duties and responsibilities in comparison with those of other companies listed on the SET with comparable market capitalization that were in the same industry. The shareholders' meeting was thus proposed to consider and approve the directors' remuneration for the year 2025/26 with details 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>			
<b>Board of Directors</b>	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 per cent 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 - 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) which has been delivered to the shareholders together with the invitation to the Meeting in a QR code format.

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

**Resolution:**

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

Shareholders voting	Number of votes	Per centage
Approve	17,140,339,801	99.9780
Disapprove	3,754,800	0.0219
Abstain	4,800	0.0000
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	100.0000
<b>Remark:</b> Abstentions were <u>included</u> in the calculation base of this agenda.		

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

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

Therefore, the shareholders' meeting was proposed to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors for the fiscal year ended 31 March 2026 to review and provide 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 Pasaraongkul, 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 had any relationship with, or interest in the Company, its subsidiaries, executives, major shareholders, or any related persons thereof; and, therefore, were independent to audit and provide opinion on the Company's financial statements. In addition, none of the proposed auditors has audited, reviewed, or given opinion on the Company's financial statements for 7 fiscal years regardless of consecutiveness. Therefore, all of the proposed auditors possess all qualifications

pursuant to the relevant regulations. Profiles and professional experience of the 3 auditors from EY Office Limited were set out in **Enclosure 4** which was delivered to the shareholders together with the invitation to the Meeting in a QR code format.

In addition, the Board of Directors, by recommendation of the Audit Committee, had 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 0.10 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.).

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 appointment of the auditors from EY Office Limited 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, 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	Per centage
Approve	17,144,094,561	99.9999
Disapprove	40	0.0000
Abstain	4,800	-
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

In addition, the Meeting acknowledged the audit fee of the Company's subsidiaries for auditing and reviewing their financial statements for the fiscal year ended 31 March 2026, as proposed in all respects.

Before proceeding to the next agenda, the Secretary informed the Meeting that 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**

The Secretary informed the Meeting that 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 was 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** which was delivered to the shareholders together with the invitation to the Meeting in a QR code format.

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.

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 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 not exceeding 5,038,000 new ordinary shares, with a par value of THB 0.10 per share, 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	Per centage
Approve	17,109,152,361	99.7961
Disapprove	34,942,200	0.2038
Abstain	4,840	0.0000
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

**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**

The Secretary informed the Meeting that to reflect the increase of the Company's registered capital as detailed in Agenda 9 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 2,370,783,817.90	(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 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, Ministry of Commerce, 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, Ministry of Commerce, 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	Per centage
Approve	17,109,152,501	99.7961
Disapprove	34,942,100	0.2038
Abstain	4,800	0.0000
Void ballot(s)	0	0.0000
Total (400 persons)	17,144,099,401	100.0000
<b>Remark:</b> Abstentions were <u>included</u> from the calculation base of this agenda.		

**Agenda 11 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 to accommodate the adjustment of rights for the VGI-W4 as detailed in Agenda item 9 above, the shareholders' meeting was 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 were set out in Capital Increase Report Form (F53-4) **Enclosure 5** which was delivered to the shareholders together with the invitation to the Meeting in a QR code format.

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 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 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	Per centage
Approve	17,109,165,241	99.7961
Disapprove	34,942,140	0.2038
Abstain	4,900	-
Void ballot(s)	0	0.0000
Total (401 persons)	17,144,112,281	-
<b>Remark:</b> Abstentions were <u>excluded</u> from the calculation base of this agenda.		

**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. However, there was no shareholder raised questions and gave opinions.

The Chairman then thanked the attendees then declared the Meeting adjourned at 3:46 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 2025/26 (56-1 One Report) and  
Sustainability Report 2025/26  
in QR Code format

Annual Report 2025/26 (56-1 One Report) in QR Code format



Sustainability Report 2025/26 in QR Code format





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


## Profiles of Candidates Nominated for Election as Directors

<b>Name</b>	: Mr. Keeree Kanjanapas	
<b>Age</b>	: 76	
<b>Nationality</b>	: Thai	
<b>Type of directorship to be appointed</b>	: Director	
<b>Date of appointment as director</b>	: 30 March 2012	
<b>Number of years holding directorship</b>	: 14 years 3 months	
<b>Current position in the Company</b>	: Director / Chairman of the Board of Directors / Authorised Director	
<b>Education/ Training Programs</b>	: <ul style="list-style-type: none"> <li>• Top Executive Program (CMA 10) Year 2010, Capital Market Academy</li> <li>• Director Accreditation Program (DAP) Year 2011, Thai Institute of Directors</li> </ul>	
<b>Shareholding in the Company (including spouse and minor children)</b>	: 74,705,148 (0.37%)	
<b>Family relationship with directors and executives</b>	: Father of Mr. Kavin Kanjanapas (Director and Chairman of the Executive Committee)	
<b>Positions in other Thai listed companies</b>	: 2022 - Present	Honorary Advisor of the Board of Directors, Thanulux Plc.
	: 2017 – Present	Chairman of the Board of Directors, Rabbit Holdings Plc.
	: 2012 – Present	Chairman of the Sustainability Committee, BTS Group Holdings Plc.
	: 2010 – Present	Chairman of the Executive Committee, BTS Group Holdings Plc.
	: 2006 – Present	Chairman of the Board of Directors, BTS Group Holdings Plc.
	: 1993 – Present	Director, BTS Group Holdings Plc.
<b>Positions in other companies and/or organisations</b>	: Mar 2026 - Present	Director, Baan Chao Thai Co., Ltd.
	: 2022 - Present	Director, Axiomatic Holdings Co., Ltd.
	: 2022 - Present	Director, UTB Co., Ltd.
	: 2021 - Present	Honorary Chairman, Rabbit Life Insurance Plc.
	: 2020 - Present	Director, U-Tapao International Aviation Co., Ltd.
	: 2018 - Present	Chairman of the Board of Directors, BTS Infrastructure Services Co., Ltd.
	: 2017 - Present	Chairman of the Board of Directors, BTS Infrastructure Development Co., Ltd.
	: 2017 - Present	Chairman of the Board of Directors, Eastern Bangkok Monorail Co., Ltd.
	: 2017 - Present	Chairman of the Board of Directors, Northern Bangkok Monorail Co., Ltd.
	: 2017 - Present	Director, RB Services Co., Ltd.
	: 2015 - Present	Director, Fah Sung Hemodialysis Center Co., Ltd.



	2015 - Present	Chairman of the Executive Committee, Bangkok Mass Transit System Plc.
	2010 - Present	Chairman of the Board of Directors, Bangkok Mass Transit System Plc.
	2010 - Present	Director, Mungkud Assets Co., Ltd.
	2006 - Present	Director, K 2 J Holding Co., Ltd.
	1996 - Present	Director, Bangkok Mass Transit System Plc.
	1988 - Present	Director, Kanjanapas Pattana Co., Ltd.
<b>Present directorship /management in other businesses with potential conflict of interest</b>	: - None -	
<b>Experience from the past 5 years</b>	: 2024 - 2025	Director, UTA Land 5 Co., Ltd.
	2024 - 2025	Director, UTA Land 4 Co., Ltd.
	2024 - 2025	Director, UTA Land 3 Co., Ltd.
	2023 - 2025	Director, UTA Land 2 Co., Ltd.
	2022 - 2025	Director, UTA Land 1 Co., Ltd.
	2015 - 2021	Director, BSS Holdings Co., Ltd.
	2010 - 2021	Director, Rabbit Rewards Co., Ltd.
	2009 - 2021	Director, Bangkok Smartcard System Co., Ltd.
	2001 - 2025	Director, Mass Transit Railway Co., Ltd.
<b>Meeting attendance in the fiscal year 2025/26</b>	: Board of Directors	6/6 attendances

## Profiles of Candidates Nominated for Election as Directors

<b>Name</b>	:	Assoc. Prof. Jaruporn Viyanant	
<b>Age</b>	:	82 years	
<b>Nationality</b>	:	Thai	
<b>Type of directorship to be appointed</b>	:	Independent Director	
<b>Date of appointment as director</b>	:	5 March 2012	
<b>Number of years holding directorship</b>	:	14 years 4 months	
<b>Current position in the Company</b>	:	Independent Director / Chairperson of the Audit Committee / Chairperson of the Sustainability Committee / Member of the Nomination and Remuneration Committee	
<b>Education/ Training Programs</b>	:	<ul style="list-style-type: none"><li>• Advanced Certificate Course, King Prajadhipok's Institute</li><li>• Master Degree of Financial Economics, Middle Tennessee State University, USA</li><li>• Bachelor Degree of Accounting, Thammasat University</li><li>• Subsidiary Governance Program Year 2022, Thai Institute of Directors</li><li>• Boards That Make a Difference (BMD) Year 2018, Thai Institute of Directors</li><li>• Ethical Leadership Program (ELP) Year 2018, Thai Institute of Directors</li><li>• Anti-Corruption for Executive Program (ACEP) Year 2015, Thai Institute of Directors</li><li>• Director Certification Program Update (DCPU) Year 2014, Thai Institute of Directors</li><li>• Role of the Compensation Committee (RCC) Year 2011, Thai Institute of Directors</li><li>• Monitoring the system of internal control and Risk Management (MIR) Year 2010, Thai Institute of Directors</li><li>• Monitoring the Quality of Financial Reporting (MFR) Year 2010, Thai Institute of Directors</li><li>• Monitoring Fraud Risk Management (MFM) Year 2010, Thai Institute of Directors</li><li>• Monitoring the Internal Audit Function (MIA) Year 2010, Thai Institute of Directors</li><li>• Audit Committee Program Year 2009, Thai Institute of Directors</li><li>• Director Certification Program (DCP) Year 2009, Thai Institute of Directors</li><li>• Financial Management Certificate, University of Bath, UK</li><li>• Top Executive Program (CMA 10), Capital Market Academy</li></ul>	
<b>Shareholding in the Company (including spouse and minor children)</b>	:	- None -	
<b>Family relationship with directors and executives</b>	:	- None -	

<b>Positions in other Thai listed companies</b>	:	2017 – Present	Independent Director / Chairperson of the Audit Committee, BBGI Plc.
<b>Positions in other companies and/or organisations</b>	:	2023 - Present	Director, V and J Groups Co., Ltd
		2023 - Present	Executive Director, Fah Sung Foundation
		2020 - Present	Director, Thammasat University Hospital Foundation
		2014 – Present	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Ocean Life Insurance Plc.
		2008 – Present	Academic Professional of Faculty of Commerce and Accountancy, Thammasat University
<b>Present directorship/ management in other businesses with potential conflict of interest</b>	:	- None -	
<b>Experience from the past 5 years</b>	:	2018 – 2018	Audit and Corporate Governance Committee Member of Thailand Arbitration Centre, Ministry of Justice
		2015 – 2024	Independent Director / Chairman of the Corporate Governance and Social Responsibilities Committee/ Member of the Audit Committee, Inoue Rubber (Thailand) Plc.
		2014 - 2020	Monitoring and Evaluation Committee Member of Office of The National Broadcasting and Telecommunications Commission
		2014 - 2019	Senior Advisor and Audit Committee member of Digital Government Development Agency (Public Organization)
<b>Meeting attendance in the fiscal year 2025/26</b>	:	Board of Directors	6/6 attendances
		Audit Committee	6/6 attendances
		Sustainability Committee	3/3 attendances
		Nomination and Remuneration Committee	5/5 attendances

#### **Additional Information to Consider for Independent Director Election**

<b>Relationship Characteristics</b>	<b>Qualifications</b>
Holding VGI's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding none of VGI's shares
Having the following relationship with VGI, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years. <ul style="list-style-type: none"> <li>• Being an executive director, an employee, and advisor who receives regular salary</li> <li>• Providing any professional services namely auditors, financial advisors, or legal advisors</li> <li>• Having material business relationship which affects directors' independence</li> </ul>	No No No
Having maternity or registration relationship with directors, management, VGI's major shareholders, controlling persons or persons to be nominated as management or controlling persons of VGI and its subsidiaries	No

## Profiles of Candidates Nominated for Election as Directors

<b>Name</b>	:	Mr. Pisit Serewiwattana
<b>Age</b>	:	65 years
<b>Nationality</b>	:	Thai
<b>Type of directorship to be appointed</b>	:	Independent Director
<b>Date of appointment as director</b>	:	29 October 2021
<b>Number of years holding directorship</b>	:	4 years 8 months
<b>Current position in the Company</b>	:	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee
<b>Education/ Training Programs</b>	:	<ul style="list-style-type: none"><li>• Master of Science (Management and Human Relation), Abilene Christian University, Texas, USA</li><li>• Bachelor of Arts (Economics), Thammasat University</li><li>• The Board's Role in Mergers and Acquisitions Year 2024, Thai Institute of Directors</li><li>• IT Governance and Cyber Resilience Program Year 2018, Thai Institute of Directors</li><li>• Director Certification Program Year 2015, Thai Institute of Directors</li><li>• Corporate Governance for Capital Market Intermediaries Year 2014, Thai Institute of Directors</li><li>• Director Accreditation Program Year 2005, Thai Institute of Directors</li><li>• Chief of Digital Agro Business Program Year 2019, Digital Economy Promotion Agency</li><li>• Advanced Master of Management Program Year 2018, National Institute of Development Administration</li><li>• Top Executive Program in Commerce and Trade Year 2018, Commerce Academy, University of the Thai Chamber of Commerce</li><li>• Executive Program in Energy Literacy for a Sustainable Future Year 2016, Thailand Energy Academy (TEA)</li><li>• Intermediate Certificate Course in Good Governance for Medical Executives Year 2015, King Prajadhipok's Institute</li><li>• Capital Market Academy Leadership Program Year 2013, Capital Market Academy, The Stock Exchange of Thailand (SET)</li><li>• Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations Year 2005, King Prajadhipok's Institute</li></ul>
<b>Shareholding in the Company (including spouse and minor children)</b>	:	- None -
<b>Family relationship with directors and executives</b>	:	- None -



<b>Positions in other Thai listed companies</b>	: 2023 - Present	Director / Chairman of the Board of Directors, Scan Inter Plc.
	2022 - Present	Independent Director / Member of the Audit Committee / Chairman of Risk Management Committee / Member of Nomination, Remuneration and Good Corporate Governance Committee, Ananda Development Plc.
	2021 - Present	Director / Chairman of the Executive Committee, Bangkok Commercial Asset Management Plc.
	2021 - Present	Director, JD Food Plc.
<b>Positions in other companies and/or organisations</b>	: 2022 – Present	Director, Summit Capital Leasing Co., Ltd.
	2015 – Present	Director, S Medical Co., Ltd.
	2012 – Present	Director, Synphaet Bangna Co., Ltd.
	2004 – Present	Director, Synphaet Serirak Co., Ltd.
<b>Present directorship/ management in other businesses with potential conflict of interest</b>	: - None -	
<b>Experience from the past 5 years</b>	: 2020 – 2026	Director, Thai-Japanese Association
	2016 – 2021	Director and President, Export and Import Bank of Thailand
<b>Meeting attendance in the fiscal year 2025/26</b>	: Board of Directors	4/6 attendances
	Audit Committee	6/6 attendances
	Nomination and Remuneration Committee	5/5 attendances

#### Additional Information to Consider for Independent Director Election

<b>Relationship Characteristics</b>	<b>Qualifications</b>
Holding VGI's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding none of VGI's shares
Having the following relationship with VGI, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years. <ul style="list-style-type: none"> <li>• Being an executive director, an employee, and advisor who receives regular salary</li> <li>• Providing any professional services namely auditors, financial advisors, or legal advisors</li> <li>• Having material business relationship which affects directors' independence</li> </ul>	No No No
Having maternity or registration relationship with directors, management, VGI's major shareholders, controlling persons or persons to be nominated as management or controlling persons of VGI and its subsidiaries	No

## Profiles of Candidates Nominated for Election as Directors

<b>Name</b>	: Mr. Kamonpop Veerapala	
<b>Age</b>	: 60 years	
<b>Nationality</b>	: Thai	
<b>Type of directorship to be appointed</b>	: Independent Director	
<b>Date of appointment as director</b>	: 12 February 2026	
<b>Number of years holding directorship</b>	: 5 months	
<b>Current position in the Company</b>	: Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee / Member of the Nomination and Remuneration Committee	
<b>Education/Training Programs</b>	: <ul style="list-style-type: none"><li>• Master of Business Administration, Indiana University, USA</li><li>• Bachelor of Science (Accounting), Kasetsart University</li><li>• Director Certification Program (DCP) Year 2024, Thai Institute of Directors</li><li>• The Executive Program in Energy Literacy for a Sustainable Future, Class 18/2023, Thailand Energy Academy</li><li>• Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Class 26/2022, King Prajadhipok's Institute</li><li>• Corporate Governance for Directors and Senior Executives of Regulators, State Enterprises and Public Organizations, Class 23/2020, Public Director Institute, King Prajadhipok's Institute</li><li>• Capital Market Leader Program, Class 30/2019, Capital Market Academy (CMA)</li><li>• Thailand Insurance Leadership Program, Class 8/2018, Office of Insurance Commission</li><li>• The Program for Senior Executives on Justice Administration, Class 20/2015, Judicial Training Institute, Court of Justice</li><li>• Leadership Succession Program (LSP), Class 4/2015, Institute of Research and Development for Public Enterprises (IRDP)</li><li>• Government and Public Law Management Diploma Program, Class 13/2013, King Prajadhipok's Institute</li><li>• Strategic Plan for the Anti-Corruption Executive Program, Class 3/2012, National Anti - Corruption Commission</li><li>• International Housing Finance Program, Class 2007, Wharton Real Estate Center, University of Pennsylvania, USA</li><li>• Fannie Mae International Housing Symposium Series, Class 2005, USA</li></ul>	
<b>Shareholding in the Company (including spouse and minor children)</b>	: - None -	
<b>Family relationship with directors and executives</b>	: - None -	

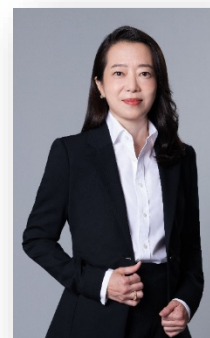
<b>Positions in other Thai listed companies</b>	: Apr 2026 - Present	Chairman of the Board of Directors, Nation Group (Thailand) Plc.
<b>Positions in other companies and/or organisations</b>	: Feb 2026 - Present	Director, Thai Credit Guarantee Corporation
<b>Present directorship/ management in other businesses with potential conflict of interest</b>	: - None -	
<b>Experience from the past 5 years</b>	: 2025 - 2025	Member of the State Enterprise Labour Relation Committee (Employer), Ministry of Labour
	2024 - 2025	Acting President, Real Estate Information Center
	2024 - 2025	Director and Vice Chairman, National Credit Bureau Company Limited
	2023 - 2025	President, Government Housing Bank
	2023 - 2025	Vice Chairman, The Government Financial Institutions Association (GFA)
	2023 - 2025	Director and Secretary to Board of Director, Real Estate Information Center
	2017 - 2023	Senior Executive Vice President, Finance and Accounting Unit, Government Housing Bank
<b>Meeting attendance in the fiscal year 2025/26</b>	: Board of Directors	2/2 attendances

#### **Additional Information to Consider for Independent Director Election**

<b>Relationship Characteristics</b>	<b>Qualifications</b>
Holding VGI's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding none of VGI's shares
Having the following relationship with VGI, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years. <ul style="list-style-type: none"> <li>• Being an executive director, an employee, and advisor who receives regular salary</li> <li>• Providing any professional services namely auditors, financial advisors, or legal advisors</li> <li>• Having material business relationship which affects directors' independence</li> </ul>	No No No
Having maternity or registration relationship with directors, management, VGI's major shareholders, controlling persons or persons to be nominated as management or controlling persons of VGI and its subsidiaries	No

## Profiles of Candidates Nominated for Election as Directors

<b>Name</b>	:	Ms. Ratanaporn Sivaleepun
<b>Age</b>	:	56 years
<b>Nationality</b>	:	Thai
<b>Type of directorship to be appointed</b>	:	Independent Director
<b>Date of appointment as director</b>	:	15 October 2024
<b>Number of years holding directorship</b>	:	1 year 9 months
<b>Current position in the Company</b>	:	Independent Director
<b>Education/ Training Programs</b>	:	<ul style="list-style-type: none"><li>• Master of Business Administration (MBA), Thammasat University</li><li>• Bachelor of Science (B.Sc.) Chulalongkorn University</li><li>• Director Certification Program (DCP) Year 2025, Thai Institute of Directors</li><li>• Risk Management Program for Corporate Leader (RCL) Year 2025, Thai Institute of Directors</li><li>• Financial Statement for Director (FSD) Year 2025, Thai Institute of Directors</li><li>• Corporate Finance Fundamentals, Corporate Finance Institute</li><li>• Capital Market Academy (CMA32)</li></ul>
<b>Shareholding in the Company (including spouse and minor children)</b>	:	- None -
<b>Family relationship with directors and executives</b>	:	- None -
<b>Positions in other Thai listed companies</b>	:	- None -
<b>Positions in other companies and/or organisations</b>	:	2019 - Present Shareholder, M Bus Transport Co., Ltd.
<b>Present directorship/ management in other businesses with potential conflict of interest</b>	:	- None -



**Experience from the past 5 years** : 2020 - 2025 Advisor, Atlas Energy Plc.  
 2020 - 2022 Associate President, Police Wives Association  
 2020 - 2022 Shareholder, ST Consultant and Development Co., Ltd.

**Meeting attendance in the fiscal year 2025/26** : Board of Directors 4/6 attendances

**Additional Information to Consider for Independent Director Election**

Relationship Characteristics	Qualifications
Holding VGI's shares not more than <u>0.5%</u> of the paid-up capital with the voting right	Holding none of VGI's shares
Having the following relationship with VGI, subsidiary company, associated company or any legal entity that may have the conflict of interests during the past 2 years. <ul style="list-style-type: none"> <li>• Being an executive director, an employee, and advisor who receives regular salary</li> <li>• Providing any professional services namely auditors, financial advisors, or legal advisors</li> <li>• Having material business relationship which affects directors' independence</li> </ul>	No No No
Having maternity or registration relationship with directors, management, VGI's major shareholders, controlling persons or persons to be nominated as management or controlling persons of VGI and its subsidiaries	No

### **Definition of Independent Directors**

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

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

Once appointed as an independent director, the independent director may be assigned by the Board of Directors to make collective decision on the operation of the Company, its parent company, subsidiaries, same-level subsidiaries, major shareholders, or controlling persons.



Profiles and Professional Experiences of Auditors  
from  
EY Office Limited

## 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  
1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road, Lumpini, Pathumwan, Bangkok 10330  
Telephone: 0 2264-9090  
Facsimile: 0 2264-0789  
E-mail: Vatcharin.pasarapongkul@th.ey.com

## 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  
1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road, Lumphini, Pathumwan, Bangkok 10330  
Telephone: 0 2264-9090  
Facsimile: 0 2264-0789  
E-mail: preecha.arunnara@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  
1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road, Lumpini, Pathumwan, Bangkok 10330  
Telephone: 0 2264-9090  
Facsimile: 0 2264-0789  
E-mail : Serm.Brisuthikun@th.ey.com



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, 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 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, 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 **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](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 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.

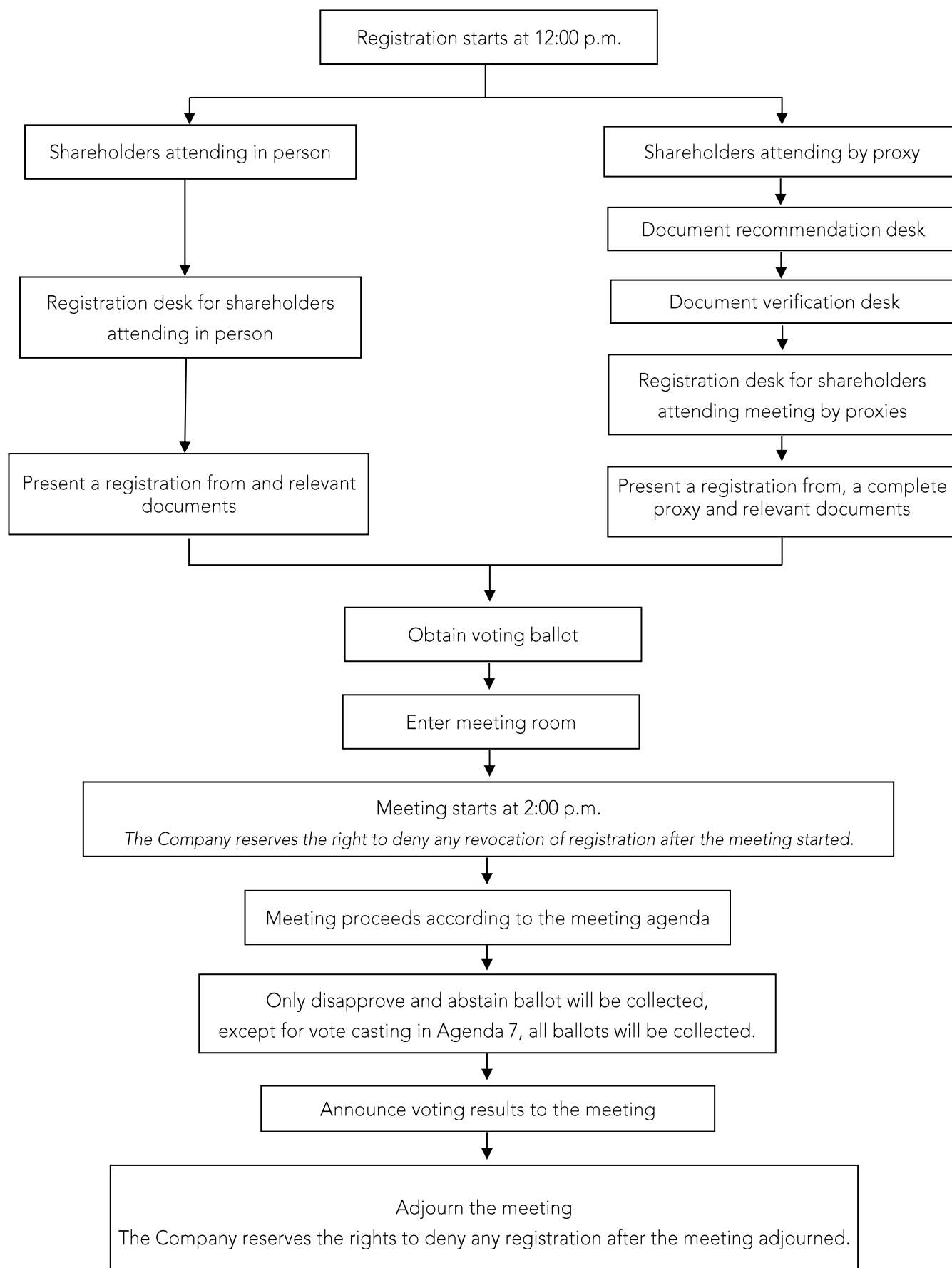
### **Vote Casting and Counting**

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





## 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: 82 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 2026 Annual General Meeting of Shareholders



### 2. Mr. Pisit Serewiwattana

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

Age: 65 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 2026 Annual General Meeting of Shareholders



### 3. Mr. Kamonpop Veerapala

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

Age: 60 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 2026 Annual General Meeting of Shareholders



### 4. Ms. Ratanaporn Sivaleepun

Independent Director

Age: 56 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 2026 Annual General Meeting of Shareholders



### 5. Mr. Supa-us Tapaneeyakorn

Independent Director

Age: 38 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 2026 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

นายกมลภพ วีระพละ หรือ  
Mr. Kamonpop Veerapala or

นางสาวรัตนภรณ์ สิวลีพันธ์ หรือ  
Ms. Ratanaporn Sivaleepun or

นายศุภอรรด ตปนียากร  
Mr. Supa-us Tapaneeyakorn

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการ  
อิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม  
สิ่งที่แนบมาด้วย 6)

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 6)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้นประจำปี 2569 ในวันศุกร์ที่ 17 กรกฎาคม 2569 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 2026 Annual General Meeting of  
Shareholders on Friday, 17 July 2026 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568**

Agenda 2 To consider and certify the minutes of the 2025 Annual General Meeting of Shareholders

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

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

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และบริษัทย่อย สำหรับรอบปีบัญชี 2568/69 สิ้นสุดวันที่ 31 มีนาคม 2569

Agenda 3 To consider and acknowledge the performance of the Company and its subsidiaries for the fiscal year 2025/26 ended 31 March 2026

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No vote casting in this agenda)

วาระที่ 4 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบปีบัญชี 2568/69 สิ้นสุดวันที่ 31 มีนาคม 2569

Agenda 4 To consider and approve the Company's financial statements for the fiscal year 2025/26 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  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการงดจ่ายเงินปันผล สำหรับรอบปีบัญชี 2568/69 สิ้นสุดวันที่ 31 มีนาคม 2569

Agenda 5 To consider and approve no dividend payment for the fiscal year 2025/26 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  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการโอนทุนสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้นสามัญเพื่อชดเชยผลขาดทุนสะสมในงบการเงินเฉพาะกิจการของบริษัทฯ

Agenda 6 To consider and approve the utilisation of the legal reserve and share premium to offset the retained losses in the Company's separate financial statements

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

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7  
Agenda 7

**พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

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..... นายคีรี กาญจนพาสน์.....

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

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

2. ชื่อกรรมการ..... รองศาสตราจารย์ จารุพร ไวยนันท์.....

Director's name..... Assoc. Prof. Jaruporn Viyanant.....

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

3. ชื่อกรรมการ..... นายพิศิษฐ์ เสรีวิวัฒนา.....

Director's name..... Mr. Pisit Serewiwattana.....

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

4. ชื่อกรรมการ..... นายกมลภพ วีระพละ.....

Director's name..... Mr. Kamonpop Veerapala.....

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

5. ชื่อกรรมการ..... นางสาวรัตนภรณ์ สิวลีพันธ์.....

Director's name..... Ms. Ratanaporn Sivaleepun.....

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 8  
Agenda 8

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ**

To consider and approve the determination of directors' remuneration

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

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

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

**วาระที่ 9 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 มีนาคม 2570**

Agenda 9 To consider and approve the appointment of auditors and determination of auditor fee for the fiscal year ended 31 March 2027

- 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 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Agenda 10 To consider other business (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall cast a vote in accordance with my/our instruction as follows:
- |  |  |  |
|--|--|--|
| <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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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**

1. 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.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท วิจิไอ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันศุกร์ที่ 17 กรกฎาคม 2569 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 2026 Annual General Meeting of Shareholders on Friday, 17 July 2026 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  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

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

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

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

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

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

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain



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 2026 Annual General Meeting of  
Shareholders, Annual Report 2025/26 (56-1 One Report)  
and other documents

## QR Code User Procedure for Downloading Invitation to the 2026 Annual General Meeting of Shareholders, Annual Report 2025/26 (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 2026 Annual General Meeting of Shareholders and the Annual Report 2025/26 (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

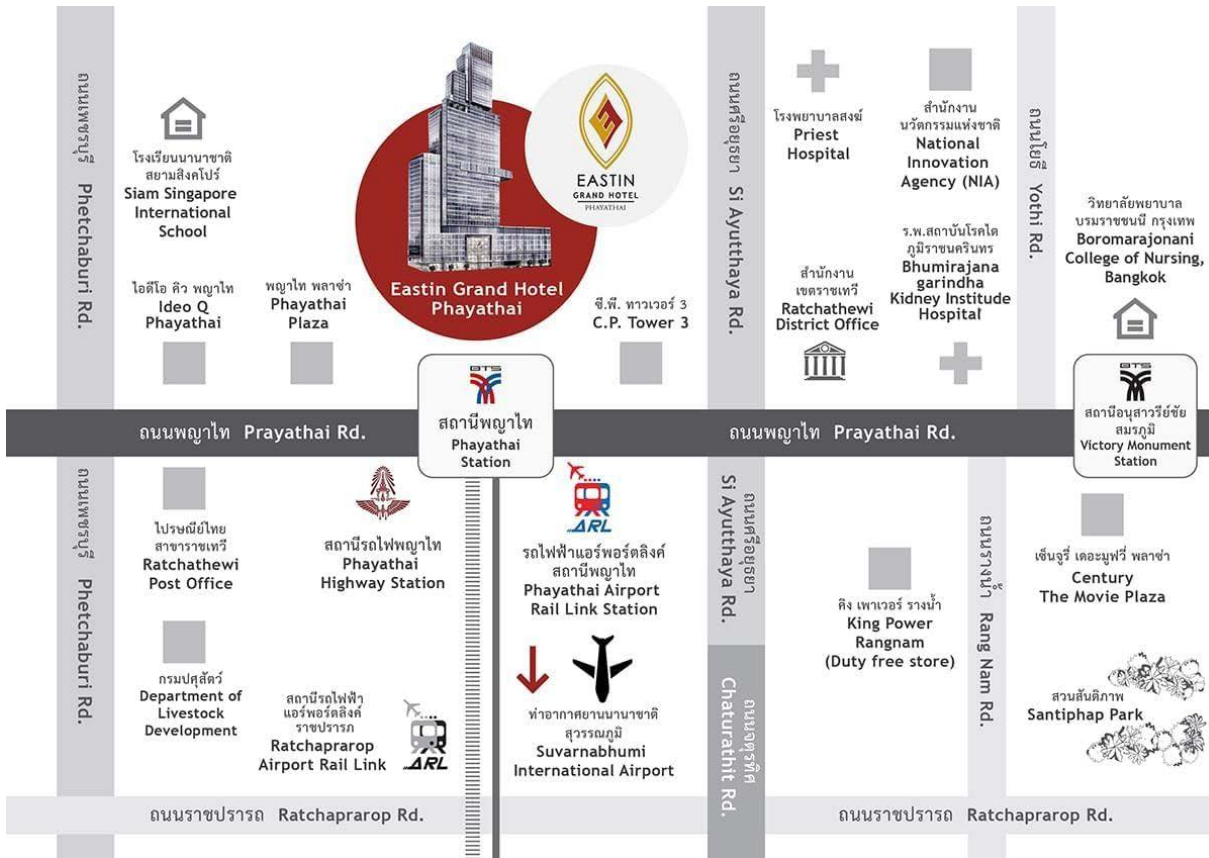
- 1) Open LINE application
- 2) Select "add friend"
- 3) Select "QR Code"
- 4) Scan the QR Code (point your camera to the QR Code)

**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 (1-1), 34 (1-3), 36 (2-40), 54 (2-44), and 59 (1-8)

**Telephone Number:** 02-483-2899

# LEADING THE WAY TO A SUSTAINABLE FUTURE



**VGI PUBLIC COMPANY LIMITED**

1000/9 BTS VISIONARY PARK - SOUTH TOWER  
27<sup>TH</sup> FLOOR, PHAHONYOTHIN ROAD, CHOMPHON SUB-DISTRICT,  
CHATUCHAK DISTRICT, BANGKOK 10900 THAILAND  
TEL. +66 (0) 2273 8884 FAX +66 (0) 2273 8883

[www.vgi.co.th](http://www.vgi.co.th)