



**Criteria for minority shareholders to propose agenda or  
to nominate candidate(s) to be elected as the Company's director(s)  
at the 2023 Annual General Meeting of Shareholders of VGI Public Company Limited**

VGI Public Company Limited (the “Company”) gives priority to equitable and fair treatment of shareholders to enhance corporate governance. The Company, therefore, allows the minority shareholders to propose agenda for, and nominate a candidate(s) to be elected as the Company's director(s) at, an annual general meeting of shareholders, scheduled to be held in July of every year.

For the 2023 Annual General Meeting of Shareholders, the shareholders are cordially invited to propose the agenda to be discussed, and to nominate the candidate(s) to be elected as the Company's director(s) in advance during 22 December 2022 to 31 March 2023, of which the criteria and procedures are set out, as follows:

**1. Qualifications of the shareholders**

A shareholder who wishes to propose agenda or to nominate the Company's director(s) must possess the following qualifications:

- 1) The shareholder(s) of the Company who individually or collectively hold the Company's shares of not less than 5 percent of the total voting rights as at the proposal date
- 2) The shareholder(s) of the Company who individually or collectively hold the Company's shares of not less than 3 percent of the total voting rights and have been holding such shares for not less than 6 consecutive months from the date of share acquisition to the proposal date.

**2. Proposal of meeting agenda**

2.1 The Company reserves all rights not to include matters that are of any of the following characters in the agenda of shareholders' meeting:

- 1) any matter that violates the laws, notifications, rules, regulations of any governmental agencies or any competent authorities or that is out of scope of the Company's objectives, laws, resolutions of the shareholders' meetings or principles of good corporate governance of the Company;
- 2) any matter that relates to the Company's ordinary course of business of which the fact claimed by the shareholder (who proposed the agenda) does not indicate any irregularity in respect thereof;
- 3) any matter that relates to day-to-day operations or is within the managerial authority of the Board of Directors, unless such matter could materially cause negative impact to all shareholders in general;
- 4) any matter that is beyond the Company's authority to execute;
- 5) any matter that is for the sole benefits of a particular person or group of persons;
- 6) any matter that had been proposed to the shareholders' meeting within the past 12 months which obtained affirmative votes of less than 10 percent of the total voting shares, and there is no material change on the fact that relates to such matter;
- 7) any matter that the Company has already adopted or implemented;
- 8) any matter that lacks complete or sufficient supporting documents, inaccurate or ambiguous, or is proposed after the deadline;

**VGI PUBLIC COMPANY LIMITED**

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Registration Number 0107555000066

- 9) any matter that is not beneficial to the Company's operation; or
- 10) any matter proposed by a shareholder who is not qualified according to the criterion specified in Clause 1.

## 2.2 Supporting documents for proposing a meeting agenda

- 1) Good evidence to prove the shareholder status as specified in Clause 1, i.e., confirmation letter issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 2) Form to Propose Agenda to the Annual General Meeting of Shareholders (Form A) attached hereto, duly signed by the shareholder
- 3) A certified true copy of the shareholder's valid identification, as follows:

|                               |   |   |
|-------------------------------|---|---|
| In the case of individuals    | : | Copy of identification card/passport (in case of foreigners)  |
| In the case of legal entities | : | Copy of affidavit issued not later than 3 months and copy of identification card/passport (in case of foreigners) of the authorized representative(s) who executed Form A |
- 4) If a shareholder has changed their title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.
- 5) Form A needs to be executed per one agenda. In case a shareholder proposes several agenda, Form A must be executed for each agenda item.
- 6) In case several shareholders collectively propose an agenda, each of those shareholders must fill his/her details in Form A, duly execute the form and enclose good evidence proving his/her shareholder status and identification. In this regard, one shareholder must be designated as a representative of the shareholders proposing such agenda to be contacted by the Company.
- 7) Any other documents to support the Board of Directors' consideration (if any)

## 2.3 Submission procedures

- 1) The submission of all of the documents listed in Clause 2.2 **must arrive at the Company by 31 March 2023**, via registered mail, to the below address to allow the Board of Directors to have sufficient time to review the documents:

Company Secretary Division  
VGI Public Company Limited  
No. 21, TST Tower, 9<sup>th</sup> floor, Viphavadi-Rangsit Road,  
Chomphon, Chatuchak, Bangkok 10900

- 2) Before submitting the original copy of the documents listed in 1), the shareholder may unofficially submit a soft copy of such documents to Company Secretary Division via email at [companysecretary@vgi.co.th](mailto:companysecretary@vgi.co.th).

## 2.4 Review process

- 1) The Company Secretary will preliminarily review the proposals for the Board of Directors and undertake the following actions:
  - (a) If the shareholder(s) who proposed the agenda do not possess all qualifications specified in Clause 1, the Company Secretary will notify such shareholder(s) in writing for closing such matter by 11 April 2023.

- (b) If it appears that the shareholder(s) possess all qualifications specified in Clause 1, but the information or documents submitted are incomplete or incorrect, the Company Secretary will notify such shareholder(s) in writing by 11 April 2023 upon which such shareholder shall supply the missing information or documents by 26 April 2023, otherwise the Company Secretary will notify such shareholder in writing for closing such matter.
  - (c) For any other cases not falling within the scope of (a) or (b), the Company Secretary will gather those matters and propose the same to the Board of Directors for consideration.
- 2) The Board of Directors will consider the appropriateness of the matters being proposed as to whether they should be proposed to the shareholders' meeting for further consideration. The matters to be proposed to the shareholders' meeting shall not possess any characters listed in Clause 2.1 unless the Board of Directors views otherwise.
  - 3) The matters approved by the Board of Directors will be included as one of the agenda to be discussed at the shareholders' meeting and will be outlined together with the Board's opinion in the invitation to the shareholders' meeting.
  - 4) For those matters disapproved by the Board of Directors, the Company will notify the shareholder who proposed such matters of the relevant resolution of the Board of Directors' meeting as well as the reasons within 3 business days from the date on which the Board of Directors passing such resolution. The same messages will be notified for acknowledgment at the upcoming annual general meeting of shareholders.

### **3. Nomination of candidate(s) to be elected as the Company's director(s)**

3.1 Any person nominated to be elected as the Company's director shall have qualifications and not possess any prohibited characteristics, as follows:

- 1) Having qualifications and do not possess any prohibited characteristics prescribed by the laws on public limited companies, the laws on securities and exchange, the rules and regulations of the competent authorities, as well as the principles of good corporate governance of the Company  
  
In case of nomination of candidates for independent directors and/or members of the Audit Committee of the Company, the candidates must possess additional qualifications as required by laws.
- 2) Having knowledge and skills that are greatly beneficial to the Company's businesses
- 3) Being independent, mentally and physically healthy, having the ability to perform as the Company's director with the duty of care, honesty ,and full dedication
- 4) Having a good profile in terms of work experience; not engaging in a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director or shareholder of any other legal entities carrying on businesses of the same nature as in competition with the Company's businesses

3.2 Supporting documents required for the nomination of candidate(s) to be elected as the Company's director(s)

- 1) Good evidence to prove the shareholder status as specified in Clause 1, i.e., a confirmation letter issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 2) Form to Nominate the Candidate(s) to be Elected as Director(s) (Form B) attached hereto, duly signed by the shareholder

- 3) Form of Information of the Candidate Nominated to be Elected as Director(s) and Consent Letter (Form C) attached hereto, duly signed by the candidate
- 4) Supporting documents of candidate's qualifications, including the education and working experience (curriculum vitae), certified true copy by the candidate
- 5) A certified true copy of the shareholder's valid identification, as follows:
  - In the case of individuals : Copy of identification card/passport (in case of foreigners)
  - In case of legal entities : Copy of affidavit issued not later than 3 months and copy of identification card/passport (in case of foreigners) of the authorized representative(s) who executed Form B
- 6) If a shareholder has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.
- 7) Form B, and Form C need to be executed per one nominated candidate. In case a shareholder nominates several candidates, Form B and Form C must be executed for each nominated candidate.
- 8) In case several shareholders collectively nominate a candidate to be elected as a director, each of those shareholders must fill his/her details in Form B, duly execute the form and enclose good evidence proving his/her shareholder status and identification. In this regard, one shareholder must be designated as a representative of the shareholders nominating such candidate to be contacted by the Company.
- 9) Any other documents to support the Board of Director's consideration (if any)

### 3.3 Submission procedures

- 1) The submission of all of the documents listed in Clause 3.2 **must arrive at the Company by 31 March 2023**, via registered mail, to the below address to allow the Board of Directors to have sufficient time to review the documents:

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VGI Public Company Limited  
No. 21, TST Tower, 9<sup>th</sup> floor, Viphavadi-Rangsit Road  
Chomphon, Chatuchak, Bangkok 10900
- 2) Before submitting the original copy of the documents listed in 1), the shareholder may unofficially submit the soft copy of such documents to Company Secretary Division via email at [companysecretary@vgi.co.th](mailto:companysecretary@vgi.co.th).

### 3.4 Review procedures

- 1) The Company Secretary will preliminarily review the proposals for the Board of Directors and undertake the following actions:
  - (a) If the shareholder(s) who proposed the agenda do not possess all qualifications specified in Clause 1, the Company Secretary will notify such shareholder(s) in writing for closing such matter by 11 April 2023.
  - (b) If it appears that the shareholder(s) possess all qualifications specified in Clause 1, but the information or documents are incomplete or incorrect, the Company Secretary will notify such shareholder(s) in writing by 11 April 2023 upon which such shareholder(s) shall supply the missing information and documents by 26 April 2023, otherwise the Company Secretary will notify such shareholder in writing for closing such matter.

- (c) For any other cases not falling within the scope of (a) or (b), the Company Secretary will gather those matters and propose the same to the Board of Directors for consideration.
- 2) The Nomination and Remuneration Committee will consider the appropriateness of a candidate being nominated as to whether s/he should be elected as the Company's director and propose to the Board of Directors for further consideration. The candidate shall have qualifications and do not possess any prohibited characteristics specified in Clause 3.1 unless the Nomination and Remuneration Committee or the Board of Directors views otherwise.
- 3) The candidates approved by the Board of Directors will be nominated to be elected as the Company's director at the 2023 Annual General Meeting of Shareholders and will be outlined together with the opinion of the Nomination and Remuneration Committee and the Board of Directors in the invitation to the shareholders' meeting.
- 4) For those candidates disapproved by the Nomination and Remuneration Committee or the Board of Directors, as the case may be, the Company will notify the shareholder(s) who nominate such candidate(s) of the relevant resolution of the Nomination and Remuneration Committee's or the Board of Directors, as the case may be, within 3 business days from the day on which the Board of Directors passing such resolution.