



**NOTICE OF THE 2022 ANNUAL GENERAL
MEETING OF SHAREHOLDERS VIA
ELECTRONIC MEDIA (E-AGM)**

**VANACHAI GROUP PUBLIC COMPANY LIMITED
WEDNESDAY, 27 APRIL 2022
AT 10.00 HRS.**

Process of sending advance questions for the 2022 Annual General Meeting of the Shareholders

Shareholders can submit questions and inform details of shareholder as follow;

1. Name and last name
2. Telephone number
3. E-mail
4. Questions and agendas to be enquired

Please kindly submit the questions in advance - before 22 April 2022 (date of documents received at the company), and have them sent to the below address;

1. E-mail : aruck@vanachai.com

2. Mail : Company Secretary

No. 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok 10800

(Tel 02 585 4900-3 ext. 702)

Shareholders who require the 2021 Annual Report in hard copy, please contact at

Company Secretary

Tel 02 585 4900-3 ext. 702 or

E-mail : aruck@vanachai.com

Subject Invitation to the 2022 Annual General Meeting (via electronic media)

To Shareholders of Vanachai Group Public Company Limited

Enclosure 1. The 2021 annual report in QR Code

2. A Copy of minutes of the 2021 Annual General Meeting
3. The profiles of directors who retire by rotation and being proposed to be re-appointed as directors for another term
4. Articles of Association relevant to the shareholders' meeting
5. Profiles of the directors proposed as proxy
6. Map of the venue of the 2022 Annual General Meeting of Shareholders via electronic media
7. Proxy Form
8. Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device), submission of document and procedure of registration, method of granting proxy, procedures for attending the meeting via electronic device, voting, vote counting and questioning during the meeting including Registration Form
9. Procedures for Attending the 2022 Annual General Meeting of Shareholders
10. User Manual e-Shareholder Meeting System (DAP e-Shareholder Meeting)

The Board of Directors of Vanachai Group Public Company Limited ("the **Company**") resolved to hold the 2022 Annual General Meeting of Shareholders (the "**AGM**") on Wednesday, 27 April 2022 at 10.00 hrs. via electronic media (E-AGM), according to the criteria specified in relevant laws, broadcasting via electronic means from the Meeting Room, the Company, 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok, to consider the matters in the following agenda items:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2021 held on 17 May 2021

Fact and Rationale

- Following the Annual General Meeting 2021 (the "**AGM**") held on 17 May 2021, the Company has prepared the minutes of the AGM and submitted its copy to each of the Stock Exchange of Thailand (the "**SET**") and the Ministry of Commerce as required by applicable laws as well as delivered its copy to the shareholders together with this notice (see Enclosure No. 2).

The Board of Directors' Opinion

- The Board of Directors considered the minutes were correctly recorded and it appropriate to have it proposed to the AGM to consider and certify.



Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 2 To acknowledge the Annual Report 2021 of the Board of Directors

Fact and Rationale

- The company also encloses the annual report (Enclosure No.1) which is presented to the shareholders with this meeting invitation letter.

The Board of Directors' Opinion

- The Meeting to acknowledge the Company's performance as presented in the Annual Report 2021 of the Board of Directors.

This agenda does not require the vote by shareholders since this agenda is for information only.

Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2021

Fact and Rationale

- The company's balance sheet and income statements for this fiscal year, which ended on 31 December 2021, had been examined and endorsed by the auditor and had been reviewed by the audit committee for accuracy - referring to the enclosure No. 1 (Financial Statements Section) submitted along with this meeting invitation letter to the shareholders.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and approve the balance sheet and the income statements as ended on 31 December 2021 already audited by the Certified Public Accountants of the Company, reviewed by the Audit Committee and the Board of Directors.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To acknowledge the payment of interim dividend and to consider and approve the allocation of profit for the 2021

Fact and Rationale

- The company's dividend policy paying dividend not less than 40% of its net profit from the Company's consolidated financial statements of each fiscal year after all deductions from reserve funds as required by law and the Company including accumulated loss carried forward (if any). However, other dividend policy factors were put into considerations such as legal compliance, financial performance, cash flow, liquidity, terms and conditions of the agreements entered by the Company including investment plan of the company and subsidiaries, other necessity and suitability factors in the future.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM for acknowledge the payment interim dividend and consider approve the allocation of profit for the 2021. The year performance, which was ended on 31 December 2021, is below;

1. To be acknowledged that the interim dividend for operation 1 January 2021 to 30 June 2021 which the board of director to approve held on 11 August 2021 and was paid on 9 September 2021, rate at 0.10 Baht per share totaling 1,735,237,480 shares being 173,523,748.00 Baht.

2. To approve the annual profits for the year 2021 being dividend for the shareholders at 0.40 Baht per share totaling 1,735,237,480 shares being 694,094,992.00 Baht, this is 53.65% of the profit for the year-shareholders of the company of the consolidated financial statements in year 2021 in line with the policy to pay dividend. An interim dividend of 0.10 Baht was paid on 9 September 2021. Therefore, the remaining dividend payment rate at 0.30 Baht per share totaling 1,735,237,480 shares being 520,571,244.00 Baht. Thus, if the shareholder meeting agrees to pay this dividend, it will be paid on 17 May 2022.

In this connection, the name of shareholders who are entitled to receive cash dividends shall be determined as of 17 March 2022 (Record Date), and the dividend payment shall be made by 17 May 2022.

Comparison of Dividend Payment in Previous Years

<u>Details of Dividend Payment</u>	<u>Year 2020</u>	<u>Year 2021</u>
1. Profit (Loss) for the year - shareholders of the company	(590,479,982.24) Baht	1,293,776,725.15 Baht
2. Number of ordinary shares	1,735,237,480 shares	1,735,237,480 shares
3. Dividend payment rate / share	- Baht	0.40 Baht
4. Total dividend	- Baht	694,094,992.00 Baht
5. Percentage of dividend payment	-%	53.65%

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

Fact and Rationale

- Under the Articles of Association of the Company, one-third of the directors shall in each AGM vacate the office. If their number is not a multiple of three, then the number nearest to one-third shall vacate the office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A retiring director is eligible for re-election. In AGM 2022, the following 5 directors are to retire by rotation:



<u>List of name</u>		<u>Position</u>
1. Mr. Sompop	Sahawat	Chairman
2. Pol. Gen. Soontorn	Saikwan	Independent Director
3. Mr. Kraithip	Krairiksh	Independent Director and Audit committee
4. Ms. Yupaporn	Boongate	Vice Chairman
5. Ms. Phattra	Sahawat	Director

The persons who have been nominated for this time have passed assessment process of the Board of Directors. Those nominated persons are in qualification and appropriate for the company business.

Please note that an opportunity to nominate candidates for directorship was open to the Shareholders from 1 October 2021 to 31 December 2021. However, no nomination for directorship was made.

The selection of the Company's directors was not made through a Recruitment Committee as the Company has not yet appointed the Recruitment Committee. Considering qualifications, experience in related business, a variety in professional expertise and previous performance as the Company's directors.

The Board of Directors' Opinion

- The committee did review and agree to present the shareholders meeting with consideration to re-elect the 5 directors who had been in full term be resumed as the directors.

The Board is confident that Police General Soontorn Saikwan and Mr. Kraithip Krairiksh, who are qualified as Independent Directors with more than nine years in their directorship, are capable of giving comments independently and their qualifications are in accordance with relevant rule and regulations. They have brought about their extensive experience, knowledge and expertise to make recommendations beneficial in business of Company.

Details of the nominated persons, information on the holding of ordinary shares in Vanachai Group Public Company Limited including information on directorship or executive position in other listed companies and other companies / business are available in the Enclosure No.3.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of directors

Fact and Rationale

- According to the company rule article 13, the director has the rights to obtain the company compensation in reward, remuneration, pension, bonus or any other gratuities which are according to the regulations or the approval by the AGM. This practice could be well clarified in specific numbers or by procedure which could be either stated on every occasion or in perpetually until further notice. This also includes the allowance and other welfares which are subjected to the company regulations.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and approve the remunerations for the year 2022, not over 6,000,000 Baht. Details of directors' remuneration are as follows:

Monthly compensation per year not more than 3,000,000 Baht

Yearly gratuity not more than 3,000,000 Baht

The Chairman shall consider the allocation of the amount.

However, apart from the above remuneration, there are no other benefits provided to directors.

Criteria and Method of Remunerations

Remunerations were not determined by a Remuneration Committee as currently the Company does not have the Remuneration Committee. However, remunerations were carefully determined in the Board of Directors' Meeting. The Board of Directors agrees with the proposed rate of remunerations.

Comparison of remunerations of directors since 2019 to 2021 be as follows.

(Unit : Baht)

<u>Detail</u>	<u>Year 2019</u> <u>(actual</u> <u>payment)</u>	<u>Year 2020</u> <u>(actual</u> <u>payment)</u>	<u>Year 2021</u> <u>(actual</u> <u>payment)</u>	<u>Year 2022</u> <u>(year of</u> <u>offer)</u>
Monthly compensation per year	3,210,000	3,000,000	3,000,000	3,000,000
Yearly gratuity	-	-	2,600,000	3,000,000
Total	<u>3,210,000</u>	<u>3,000,000</u>	<u>5,600,000</u>	<u>6,000,000</u>

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.



Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2022

Fact and Rationale

- The audit committee consider the company's auditors and agree on their compensation. Thus, the audit committee proposes the company committee to present this agenda to the shareholders' meeting in order to appoint Mr. Ampol Chamnongwat, CPA No. 4663 or Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Gunyanun Punyaviwat, CPA No. 12733 from SAM NAK-NGAN A.M.C. Company Limited ("SAM NAK-NGAN A.M.C.") to be the auditors in year 2022. SAM NAK-NGAN A.M.C has been auditing the financial statements of the Company and subsidiary companies, has provided useful recommendations to the company and in order to approve their compensation of year 2022 in 885,000 Baht.

The Board of Directors' Opinion

- Conforming to the Public Company Act 1992 section 120 to require the Annual General Meeting of Shareholders to appoint the auditors and to identify the company audit expenses in yearly, Board of Directors agrees with the audit committee, therefore has appointed the company's auditors and identified the annual audit expenses of year 2022 and agree to propose the General Meeting of Shareholders as follow;

1. To approve the appointment of the following auditors from SAM NAK-NGAN A.M.C. Company Limited:

1. Mr. Ampol Chamnongwat CPA. No. 4663 or
(He signed to certify the Company's financial statements for the years 2018-2021, totaling 4 years.)
2. Mr. Naris Saowalagsakul CPA. No. 5369 or
(He has never signed to certify the Company's financial statements.)
3. Ms. Gunyanun Punyaviwat CPA. No. 12733
(She has never signed to certify the Company's financial statements.)

The proposed auditors are from the same auditing company of subsidiary companies.

The proposed auditors above are independent and do not have any interest that could result in the conflict of interest with the company / subsidiary companies / executives / major shareholders or related persons.

2. To approve auditing fees in year 2022 in the amounts of 885,000 Baht.

The company's auditor information in year 2021:

1. Mr. Ampol Chamnongwat CPA. No. 4663 or
2. Mr. Naris Saowalagsakul CPA. No. 5369

Information of auditor fees in year 2021:

1. Annual audit fee	450,000 Baht
2. Quarterly review fee	<u>435,000</u> Baht
Total	<u>885,000</u> Baht

In addition, the Meeting should acknowledge the fees for auditing of the company and its subsidiaries, the detail below this,

(Unit : Baht)

<u>Detail</u>	<u>Year 2021</u>	<u>Year 2022</u>	<u>Increase / (Decrease)</u>
fees for auditing and reviewing only the Company	885,000	885,000	-
fees for auditing and reviewing of the Company's consolidated financial statements in year	308,000	308,000	-
fees for reviewing and auditing financial statements of 9 subsidiary companies	2,719,000	2,740,000	21,000
fees for auditing of Company in accordance with the BOI conditions	140,000	140,000	-
fees for auditing of 3 subsidiary companies in accordance with the BOI conditions	170,000	105,000	(65,000)
Total	4,222,000	4,178,000	(44,000)

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 Other (if any)

In this connection, the name of shareholders who are entitled to attend the 2022 AGM shall be determined as of 17 March 2022 (Record Date).

All shareholders are hereby invited to join the 2022 Annual General Meeting of Shareholders at the time and date specified above. As this meeting will be held through electronic media (E-AGM), the registration process will be done electronically. For shareholders who wish to attend the meeting, please follow the detailed procedures provided in Enclosure No 8. The registration must be done through the e-registration system of the Digital Access Platform Company Limited (DAP), which will be available on 11 April 2022.



In this regard, the Company would like to ask for the cooperation of shareholders, who wish to attend the meeting or grant a proxy other person or independent director, kindly study the explanation of documents or evidence required for attending the meeting (via electronic media), submission of document and procedure of pre-registration identifying the shareholder, method of granting proxy, procedures for attending the meeting via electronic media, voting, vote counting and questioning during the meeting in Enclosure No.8.

For convenience in attending the meeting, please register through the Digital Access Platform Company Limited (DAP)'s e-registration system at least 1 day in advance before the meeting on 27 April 2022. For registration troubleshooting, please contact DAP Operation at telephone number 02 009-9888 ext. 1 or the Company secretary at telephone number 02 585-4900-3 and 02-913-2180 from 11 April 2022 to 27 April 2022 on Monday to Friday at 9.00 - 16.30 hrs.

For those shareholders who wish to appoint a director of the Company as proxy, kindly note the directors proposed to be proxy below:

<u>List of names</u>	<u>Position</u>
1. Mr. Suebrakul Soonthornthum	Vice Chairman / Independent Director
2. Mr. Wanthana Jaroennawarat	Managing Director

Yours sincerely



(Mr. Sompop Sahawat)

Chairman

-Translation-
 Minutes of Annual General Meeting of Shareholders 2021
 of
 Vanachai Group Public Company Limited

Meeting held on Monday 17 May 2021 at 10.00 hrs. through Electronic Media (E-AGM) is on live broadcast from the meeting room of company head office No. 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok 10800.

Before the meeting starts, Mr. Aruck Tungtrakool, Company Secretary, asks for permission to inform that this Annual General Meeting of Shareholders 2021 is an electronic conference via Quidlab system which is the system complied with the announcement of the Ministry of Digital Economy and Society in the safety security standard of meeting through electronic media year 2020 and certified by the meeting control system from the Electronic Transactions Development Agency (ETDA).

In order to ensure this meeting is in accordance with principles of good corporate governance in part of voting at the meeting, practices on voting and vote counting will be explained as follows;

Voting Practices

1. To give vote at the meeting, every shareholder has his/her own vote in equivalent to total shares that each person has been holding by subjecting to count one share for one vote.
2. Voting on each agenda will be explicitly managed. Every shareholder or proxy must have only one vote from selections; approve, disapprove, or abstain. Nonetheless, any partial votes are not permitted - but there is an exception only when any foreign shareholders appoint a custodian in Thailand to be depositary and custodian. In this case, partial votings to approve, disapprove or abstain can be done at the same time on each agenda by dividing votes to be in equivalent to number of shares which each foreign shareholder has been holding.
3. Shareholders kindly follow voting procedures as follows;

When shareholders want to give votes, kindly click menu for voting. The check mark symbol will then appear on the left of the menu bar. There is a vote button to be chosen for each agenda. Kindly give your vote on each agenda by clicking button from selections; approve, disapprove or abstain. And then kindly click "send".

After sending vote, shareholders will receive a notification message to confirm successful submission.

If shareholders sign into the system without clicking any further buttons, the system will be automatically recorded as vote with approve.



Nonetheless, any votes, any vote changes, or any vote adjustments on each agenda are permitted until meeting is announced to close voting on each agenda.

With safety security reason, each user can sign in only on one device. And if user also signs in on other device or other browser in the same computer, the previous login will be automatically terminated from the system. Also please kindly do not give your username and password to other people.

If any shareholders request for User Password in order to participate Electronic Media E-AGM while proxy document form B has been submitted and vote has already been recorded, any further vote adjustments in the system cannot be done. Nonetheless, shareholders still can see live broadcast and can raise questions.

Vote counting criteria

1. According to company regulations relating to shareholders meeting and votes subjected to Clause No. 27 on voting of one share per one vote, conclusion of shareholder meeting is then consisted of the following votes;
Agenda items 1, 3, 4, 5, 6, and 7 shall be approved by resolutions of the general meeting of shareholders by majority votes of shareholders who attend the meeting and cast their votes.
Agenda items 8 shall be approved by resolutions of the general meeting of shareholders by a vote of no less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.
2. Vote counting on each agenda will be counted from shareholders who attend meeting with vote of disapprove, and/or abstain only which will be deducted from total votes of shareholders in the meeting. The balance, therefore, will be considered as vote on approve. In this regard, votes from proxies which are already given in proxy documents have been counted for record in advance.
3. Notification of result will indicate votes of approve, disapprove and abstain. Each agenda will use number of shares of the latest participants. Therefore, number of participants on each agenda could be subjected to change and may not be equal.

Before giving conclusion on each agenda, the Chairman of the meeting has given participants time to question on each matter concerning each agenda as appropriate. Participants who have other unrelated questions or comments apart from agenda, which are under consideration, please kindly have those unrelated questions or comments be raised in other agenda at the end of the meeting. We also would like to ask shareholders who have questions or comments for kind cooperation to raise them in concise details, and kindly do not question or give any comments which are redundant. All these concerns will allow other shareholders to also be able to use their rights. Your kind cooperation will generate effective meeting and we can manage our meeting time on schedule.

If shareholders would like to raise any questions or comments, please kindly send your message in chat window by clicking menu and then type message which you would like to question, and then click “send” to confirm your message to the company.

Then Chairman of the meeting or a delegate will read questions in order. The company has rights to give answers which are corresponding to specific agenda. If any questions do not relate to the specific agenda, those questions will be raised after meeting (as practice explained above). Therefore, before questioning or giving comments through “message box”, please kindly identify your name, lastname and status such as attend meeting by yourself or by proxy - these will allow us to record our meeting report with accuracy and with fulfilment.

If there are numerous questions sent into the system, the company would reserve the right to consider the selection of questions as appropriate. And if there are any questions which could not be answered during the meeting from the reason of limited time, the company will make consideration to give answer which will be disclosed in the meeting report or through company website.

If shareholders encounter any problems signing into meeting system and voting system, please kindly follow the meeting rules in accordance with the requirements which already have been announced by the company. Or, kindly contact our staffs at Tel. 02-013-4322, mobile phone no. 080-008-7616, or email: info@quidlab.com

To comply with good guidelines for shareholders meeting of listed company in vote counting of this meeting, the company therefore invites representatives from Dharmniti Law Office Company Limited, the legal advisor, to be responsible for vote counting and to supervise this shareholder meeting in accordance with laws and company regulations.

Company has set date to determine list of shareholders who can participate the Annual General Meeting 2021. On 17 March 2021 (Record Date), Mr. Aruck Tungtrakool, Company Secretary announces at the early meeting that 17 shareholders attend the meeting by themselves and they have 339,261,969 shares. There are 29 proxies attend the meeting and they have 1,143,039,835 shares. Consequently, total shareholders and proxies who attend this meeting are 46 people have 1,482,301,804 shares in total, that is 85.4236% of total shares which have already been sold in total of 1,735,237,480 shares. These would therefore be considered as a full quorum in accordance with company regulation clause No. 26 - “requiring shareholders and proxies of shareholders who attend meeting (if any) not less than 25 persons or not less than half of total number of shareholders. And there must be cumulative shares not less than 1/3 of total number of shares which have already been sold. These would therefore be considered as a full quorum.



Company Secretary makes an announcement introducing board of directors, management executives, auditor and legal consultant who are listed as follows;

Board of Directors consists of 15 members and 14 members (in 93.33%) participated the meeting;

1. Mr. Sompop	Sahawat	Chairman
2. Police General Soontorn	Saikwan	Independent Director
3. Police General Wichean	Potephosree	Independent Director and Audit Committee
4. Mr. Suebtrakul	Soonthornthum	Vice Chairman and Independent Director
5. Mr. Kraithip	Krairiksh	Independent Director and Audit Committee
6. Ms. Yupaporn	Boongate	Vice Chairman
7. Mr. Wanthana	Jaroennawarat	Managing Director
8. Mr. Suthep	Chaipattananavich	Director
9. Mr. Patta	Sahawat	Director
10. Ms. Phattra	Sahawat	Director
11. Mr. Somprasong	Sahavat	Director
12. Mr. Sittiwat	Sahawat	Director
13. Mr. Surapong	Dumrisilp	Director
14. Mr. Vichai	Nivespathomwat	Director

Absence director: Mr. Nipon Wisityuthasart Chairman of the Audit Committee

The company has no other sub committee.

Executives who attend the meeting:

1. Mr. Wanthana	Jaroennawarat	Managing Director
2. Mr. Somprasong	Sahavat	CFO
3. Mr. Witoon	Samaphat	Executive Manager
4. Mr. Aruck	Tungtrakool	Company Secretary

The auditor who attends the meeting:

Mr. Ampol Chamnongwat Certified Public Accountant No. 4663, the company's auditor in 2020, is from SAM NAK-NGAN A.M.C. Company Limited.

Legal Consultant

Ms. Phatcharawadi Boonpaniad Dharmniti Law Office Company Limited.

The company informs shareholders for acknowledgement as follows:

Company Secretary informs the meeting that after the company has offered shareholders to propose agenda for the Annual General Meeting of Shareholders 2021 and to send candidates for board members election in advance between 1 October 2020 to 31 December 2020 - there are no shareholders proposing any agenda or any candidates.

After Company Secretary has already informed on voting method and other various matters at the meeting, Mr. Sompop Sahawat, Chairman of the meeting, is later invited to open the meeting.

Mr. Sompop Sahawat, Chairman of the meeting, welcomes and thanks all shareholders for their attendance, and opens the meeting. Chairman delegates Mr. Aruck Tungtrakool, Company Secretary, to conduct the meeting.

Company Secretary commences the meeting regarding the agenda as follows;

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2020 held on 17 June 2020

Company Secretary proposes the meeting on Minutes of the Annual General Meeting 2020 held on 17 June 2020 for verification - according to the report of the Annual General Meeting of Shareholders 2020 which has been distributed to shareholders along with meeting invitation letter (see Enclosure 2).

The meeting has no further questions.

The meeting has consideration, and the voting is as follows;

Approved	1,482,301,804	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has unanimous solution and approves the minute of the Annual General Meeting 2020 held on 17 June 2020 as proposed.

Agenda 2 To acknowledge the Annual Report 2020 of the Board of Directors

Company Secretary requests Managing Director, Mr. Wanthana Jaroennawarat, to report to the meeting for acknowledgement on company performance for the year 2020. The report can be summarized as follows;

1. Financial status summary year 2020 compared to year 2019 - based on consolidated financial statements.
 - The company and the subsidiaries have total assets 18,860 million Baht (1,794 million Baht increase), total liabilities 12,584 million Baht (1,760 million Baht increase), total shareholders' equity 6,276 million Baht (34 million Baht increase).



2. Information analysis on company performance year 2020 compared to year 2019 is as follows;

- The company and the subsidiaries have income from the total sales 8,312 million Baht (1,128 million Baht decrease), cost of sales 7,309 million Baht (1,483 million Baht decrease), gross profit 1,003 million Baht (355 million Baht increase), and year loss of company shareholders 590 million Baht (639 million Baht decrease).
- The company and the subsidiaries have year loss 595 million Baht comparing to year 2019 when year loss was 1,239 million Baht (644 million Baht decrease or in 52%). The major reasons of the decrease are as follows;
 1. Total sales revenue decreases in 1,128 million Baht due to the MDF Board and Particleboard sales volume decreases about 3% and 15% respectively (average selling price of Particleboard decreases about 7%).
 2. Cost of sales in 7,309 million Baht decreases in 1,483 million Baht; this is due to the fact that sales volume and average cost per unit of MDF Board and Particleboard have decreased.
- Company has production capacity to produce MDF Board in equivalent to 1,380,000 cubic meters per year.

In 2020, company has actual production at 986,865 cubic meters compared to year 2019 on the actual production of 1,013,776 cubic meters. The reduced production of 26,911 cubic meters is equivalent to 3%.

- Company has production capacity to produce Particleboard in equivalent to 840,000 cubic meters per year.

In 2020, company has actual production at 402,286 cubic meters compared to year 2019 on the actual production of 470,766 cubic meters. The reduced production of 68,480 cubic meters is equivalent to 15%.

- In 2020, company uses strategies of production and sales which generate the least loss. Consequently, the company has lost operation performance much less from year 2019.

3. The expenses of project investment year 2020 are as follows:

- The project of OSB (Oriented Strand Board) with production capacity 210,000 cubic meters per year, operated by Vanachai Panel Industries Company Limited (a subsidiary) at Surat Thani plant on the investment of 2,000 million Baht, starts production and sales in the 2nd quarter of year 2021.
- The investment project to decrease costs and production expenses.
- Plywood factory project of Shuttering Board on the capacity of 60,000 cubic meters per year, operated by Vanachai Panel Industries Company Limited (a subsidiary) at Surat Thani plant on 200 million Baht investment, has been constructed in year 2019 and expected for operation and sales in the 3rd quarter year 2021.

- The construction project of the biomass plant on the capacity of 9.9 megawatts, operated by Vanachai Energy Industries Company Limited (a subsidiary) at Surat Thani plant on the investment of 600 million Baht, is constructed in year 2019 and expected for electricity operation in the 2nd quarter year 2021.
 - The project of generator system from solar rooftop has production capacity of 2.552 MWp, operated by Vanachai Group Public Company Limited at Chonburi plant on 90 million Baht investment, has been launched since 2019 and has generated electricity in the 3rd quarter of 2020.
 - The project of generator system from solar rooftop with the capacity 3.242 MWp, operated by Vanachai Panel Industries Company Limited (a subsidiary) at Surat Thani plant on 95 million Baht investment, has been launched since 2020 and has generated electricity in the 4th quarter of 2020.
4. In term of strategies to increase more distribution channels in the country, the company opens 20 sales branches in 2019 with success. Nonetheless, to open more branches in 2020 in total of 50 branches, the company has to delay this mission from the impacts of Corona Virus (COVID-19) pandemic situation since early 2020. The pandemic situation has impact on company operation and forces us to delay the opening of more branches. At the end of 2020, company opens total 29 branches. In 2021, the company has been considering to open sales branches as appropriate which we expect to open 6 more branches; or in total of 35 branches.
- For anti-corruption policy year 2020, the company insists the directors, managements and company employees on anti-policy practice that there will be no giving, offering or receiving any assets, gifts, hospitality or any expenses from customers/ business alliances or any people who are involved with company business that could affect the decision making on the performances with bias/ hesitation/ conflict of interest. And informing letters have been given to stakeholders of all companies for cooperation in refraining from giving gifts on all occasions.

The meeting has questions and Mr. Wanthana Jaroennawarat, Managing Director, informs as follows;

- Mr. Anujitt Ayusanin, a proxy from Thai Investment Association, questions on policies related to human resources which is one of ESG practices whether the company has a policy to provide provident fund benefits to employees and executives.
- Managing Director explains are as follows;
 - As of today, the company does not provide provident fund for employees and executives.

The meeting has acknowledged the company performances according to Annual Report year 2020 of Board of Directors.



Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2020

Company Secretary informs details of company balance sheet and income statements for the year ended 31 December 2020 which has been audited and verified by Certified Public Accountant ("CPA"), and has been reviewed by the audit committee and approved by Board of Directors. Details can be summarized as follows;

1. For summary balance sheet of the company as of 31 December 2020 compared to year 2019; the company has total assets 10,987 million Baht (1,627 million Baht increase), total liabilities 4,455 million Baht (891 million Baht increase) and shareholders' equity 6,532 million Baht (736 million Baht increase).
2. The company income statements for the year 2020 compared to year 2019, the company has sales revenue 3,724 million Baht (275 million Baht decrease), cost of sales 3,089 million Baht (392 million Baht decrease), gross profit 635 million Baht (117 million Baht increase) and total comprehensive income for the year 109 million Baht (141 million Baht increase).

The meeting has no further questions.

Company Secretary proposes the meeting to approve the balance sheet and income statements year 2020 which is ended as of 31 December 2020.

In this agenda, there is 1 additional shareholder (holding 20,000 shares), and the total number of shareholders is 47 persons (total shares in this agenda are 1,482,321,804 shares).

The meeting has consideration, and the voting is as follows;

Approved	1,482,292,504	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	29,300	Votes		
Void Ballots	0	Votes		

The meeting solution, by the majority votes of shareholders who attend the meeting and cast their votes, approves company balance sheet and income statements for the year ended 31 December 2020 as proposed.

Agenda 4 To consider and approve the suspension of dividend payment

Company Secretary informs at the meeting to approve the suspension of dividend payment with details as follow;

According to the company consolidated financial statements; the accounting period of year 2020 ended on 31 December 2020, the company has operating loss amount 594,721,774.88 Baht.

Board of Directors has consideration and asks from Shareholder Meeting to give approval not to pay dividend payment since the company has to maintain cash flow for working capital and for funding from any impacts concerning Corona Virus (COVID-19) pandemic situations.

The meeting has no further questions.

Company Secretary proposes the meeting to approve the suspension of dividend payment.

The meeting has consideration, and the voting is as follows;

Approved	1,482,321,804	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has unanimous solution and approves the suspension of dividend payment as proposed.

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

Company Secretary informs the meeting that, referring to Article No. 12 of the Company Regulations, at every Annual General Meeting of Shareholders, one-third of directors who retired by rotation could re-occupy the positions. Five directors who must retire by rotation in this time are listed as follows;

<u>List of names</u>		<u>Position</u>
1. Mr. Suebtrakul	Soonthornthum	Vice Chairman / Independent Director
2. Mr. Suthep	Chaipattanavanich	Director
3. Mr. Somprasong	Sahavat	Director
4. Mr. Sittiwat	Sahawat	Director
5. Mr. Vichai	Nivespathomwat	Director

The persons who have been nominated for this time have passed assessment process of the Board of Directors. Those nominated persons are in qualification and appropriate for the company business.

Company Secretary informs the meeting that the company gives shareholders an offer to propose list of shareholders to be considered for Board of Director election in the Annual General Meeting of Shareholders year 2021 from 1 October 2020 to 31 December 2020. However, there are no listed names being proposed by the shareholders to be considered for Board of Directors election.

To select directors, apparently the process is not through nomination committee since the company has not yet appointed any nomination committee. Nonetheless, Board of Directors has considered criteria in various aspects including qualifications, business experiences related to the company operation, expertise from a variety of professions, and also their previous performances as directors.

Board of Directors considers Mr. Suebtrakul Soonthornthum, who are qualified as independent directors with more than nine years of directorship, are capable for giving self-sufficient advices and their qualifications are in accordance with relevant rule and regulations. As directors, he has brought his knowledge and expertise for valuable guidance to the company business.



Board of Directors has considerations and has approval to elect directors who retired by rotation to return to be directors in another term. In terms of information of their history, information of holding ordinary shares in the company, information of Board of Directors or executive positions in any listed companies/ companies/ other enterprises - all these details are defined in the meeting invitation letter page 26 - 33 for participants of shareholder meeting to consider for election.

<u>List of names</u>		<u>Position</u>
1. Mr. Suetrakul	Soonthornthum	Vice Chairman / Independent Director
2. Mr. Suthep	Chaipattananavich	Director
3. Mr. Somprasong	Sahavat	Director
4. Mr. Sittiwat	Sahawat	Director
5. Mr. Vichai	Nivespathomwat	Director

Directors who retired by rotation return for another term.

The meeting has no further questions.

Company Secretary proposes the meeting to approve the election of directors who retired by rotation to return as directors for another term.

The meeting has consideration, and the voting is as follows;

Name of Director		Type of Director	Approved equivalent to	Disapproved equivalent to	Abstained	Void Ballots
1. Mr. Suetrakul	Soonthornthum	Vice Chairman Independent Director	1,482,255,784 99.9955%	66,020 0.0045%	0	0
2. Mr. Suthep	Chaipattananavich	Director	1,472,424,305 99.3323%	9,897,499 0.6677%	0	0
3. Mr. Somprasong	Sahavat	Director	1,472,424,305 99.3323%	9,897,499 0.6677%	0	0
4. Mr. Sittiwat	Sahawat	Director	1,472,424,305 99.3323%	9,897,499 0.6677%	0	0
5. Mr. Vichai	Nivespathomwat	Director	1,482,255,904 99.9956%	65,900 0.0044%	0	0

The meeting solution, by the majority votes of shareholders who attend the meeting and cast their votes, approves all 5 directors to return their positions for another term as proposed.

Agenda 6 To consider and approve the remuneration of directors

Company Secretary informs the meeting that, in accordance with Article 13 of Company Regulations, directors are eligible for remuneration in form of reward, meeting allowance, commission, bonus or other forms of remunerations as approved by shareholders meeting.

By referring to the Annual Report on page No. 45 - item “Remunerations for Directors and Executives”, Company Secretary informs the meeting on remuneration of directors in year 2020 for 3,000,000 Baht which is the monthly remuneration. And referring to the Annual General Meeting of Shareholders year 2020 held on 17 June 2020, the payment of director remuneration was approved of no more than 6,000,000 Baht.

In year 2021, Board of Directors reviews the compensations for independent directors and also audit committee of not more than 6,000,000 Baht. This is in equivalent to year 2020. The details are as follows;

Monthly compensation per year not more than 3,000,000 Baht

Yearly gratuity not more than 3,000,000 Baht

The Chairman shall consider the allocation of the amount.

There is no any additional privileges for the directors - except for the monthly compensation and annual bonus.

The meeting has no further questions.

Company Secretary proposes the meeting to approve the directors remuneration for year 2021.

The meeting has consideration, and the voting is as follows;

Approved	1,472,490,205	Votes	equivalent to	99.3367%
Disapproved	9,831,599	Votes	equivalent to	0.6633%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting solution, by the majority votes of shareholders who attend the meeting and cast their votes, approves the payment of directors' remuneration for year 2021 of no more than 6,000,000 Baht that includes monthly remuneration and annual bonus for Independent Directors and Audit Committees as proposed. The Chairman will subsequently consider the allocation.



Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2021

Company Secretary informs the meeting that to comply with Section 120 of Public Company Act, B.E. 2535, the Annual General Meeting of Shareholders would need to appoint company auditor and determine the audit fees every year. And to appoint the auditor, the same person can also be reappointed.

Audit committees have reviewed to select company auditor from SAM NAK-NGAN A.M.C. Company Limited to be the company auditor of year 2021. This is due to the fact that SAM NAK-NGAN A.M.C. Company Limited has audited the financial statements for the company and the subsidiaries in consecutive years, and SAM NAK-NGAN A.M.C. is able to give feasible advices to the company throughout the years. The remuneration has been subsequently reviewed for the auditor year 2021 in 885,000 Baht.

Board of Directors meeting agrees on the suggestions of the Audit Committees and approves on appointing the company auditor with audit expense of year 2021. The details which are proposed to the shareholders are clarified as follows;

1. Board of Directors, with suggestions from the Audit Committee, proposes to appoint the following auditors from SAM NAK-NGAN A.M.C. Company Limited as the company auditor for the fiscal year 2021. List of names is as follows;

1. Mr. Ampol Chamnongwat CPA No. 4663 Or

(He signed to certify the Company's financial statements for the years 2018-2020, totaling 3 years).

2. Mr. Naris Saowalagsakul CPA No. 5369

(He has never signed to certify the Company's financial statements).

The above proposed auditors are autonomous and do not have any interest that could result in the conflict of interest with the company/ subsidiary companies/ executives/ major shareholders or related persons.

2. The approval on auditing fees for company financial statements year 2021 is 885,000 Baht (equal to year 2020).

Company Secretary informs the meeting on audit fee and review fee of company consolidated financial statements for the year 2021 in 308,000 Baht. Audit fee and company financial statements review fee of 8 subsidiaries are in total of 2,684,000 Baht. Therefore, the total audit fees for the company and the subsidiaries are 3,877,000 Baht. These audit fees include audit service and other services such as audit as per requirement from Board of Investment (BOI) for the company and 2 subsidiaries which costs 300,000 Baht. The total amount is 4,177,000 Baht.

The meeting has no further questions.

Company Secretary proposes the meeting to approve the company auditor selection and identify audit fee for year 2021.

The meeting has consideration, and the voting is as follows;

Approved	1,482,321,804	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes		
Void Ballots	0	Votes		

The meeting has unanimous solution and approves to appoint Mr. Ampol Chamnongwat (CPA No. 4663) or Mr. Naris Saowalagsakul (CPA No. 5369) from SAM NAK-NGAN A.M.C. Company Limited to be the company auditor for the fiscal year 2021 and to receive the audit fee in 885,000 Baht as proposed.

The meeting acknowledges the audit fee and review fee of the company consolidated financial statements for the year 2021 in total of 308,000 Baht. The meeting also acknowledges the audit fee and financial statements review fee of 8 subsidiaries in total of 2,684,000 Baht. The total audit fee of the company and the subsidiaries is 3,877,000 Baht. The mentioned audit fee is the audit fee service and other services which the audit fee is required by Board of Investment (BOI) for the company and 2 other subsidiaries in 300,000 Baht. The total is 4,177,000 Baht.

Agenda 8 To consider and approve the reduction of the registered capital of the Company in the amount of 55,627,521 Baht from 1,790,865,001 Baht to 1,735,237,480 Baht by cancelling a total of 55,627,521 authorized but unissued ordinary shares at 1 Baht par value per share, and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

Company secretary meeting informed the meeting that, according to the Annual Shareholder Meeting 2020 held on 17 June 2020, there is an approval to allocate company newly ordinary share of 223,858,125 shares (1 Baht per share) to the current shareholders in shareholding portions (Right Offering). There are current shareholders use their rights to buy newly ordinary shares in 168,230,604 shares. After allocation to the current shareholders in shareholding portions (Rights Offering), newly ordinary shares still remain 55,627,521 shares (1 Baht per share). For these remaining of newly ordinary shares from the offer to the current shareholders in share portions (Rights Offering), the company will then have further process by proposing Shareholders Meeting to consider for approval to reduce the company registered capital in the method of cutting-off listed shares which have not been sold or have not been offered.

An approval to amend Company Memorandum of Association on Clause No. 4 "Registered Capital" to be complied with the reduction of company registered capital (as mentioned above) is as follows;

“Clause 4	Registered capital	1,735,237,480 Baht	(One thousand seven hundred and thirty-five million, two hundred thirty-seven thousand and four hundred eighty Baht)
	Divided into	1,735,237,480 shares	(One thousand seven hundred and thirty-five million, two hundred thirty-seven thousand and four hundred eighty shares)
	With par value of	1 Baht	(One Baht)
	Divided into		
	Ordinary shares	1,735,237,480 shares	(One thousand seven hundred and thirty-five million, two hundred thirty-seven thousand and four hundred eighty shares)
	Preference shares	-	-”

Company Secretary proposes the meeting to approve the reduction of the registered capital of the Company in the amount of 55,627,521 Baht from 1,790,865,001 Baht to 1,735,237,480 Baht by cancelling a total of 55,627,521 authorized but unissued ordinary shares at 1 Baht par value per share, and to approve additional adjustment on the Company Memorandum of Association Clause No. 4 “Registered Capital” to be complied with reducing the registered capital of the company.

The meeting has no further questions.

The meeting has consideration, and the voting is as follows;

Approved	1,482,321,804	Votes	equivalent to	100.0000%
Disapproved	0	Votes	equivalent to	0.0000%
Abstained	0	Votes	equivalent to	0.0000%
Void Ballots	0	Votes	equivalent to	0.0000%

The meeting has unanimous solution and approves reduction of the registered capital of the Company in the amount of 55,627,521 Baht from 1,790,865,001 Baht to 1,735,237,480 Baht by cancelling a total of 55,627,521 authorized but unissued ordinary shares at 1 Baht par value per share, and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

Agenda 9 Other

The meeting has questions and Mr. Wanthana Jaroennawarat, Managing Director, informs as follows;


- Mr. Anujitt Ayusanin, proxy from Thai Investors Association, questions on the previous capital increase which was under expectation; would company have any incoming plans to increase capital?
- Managing Director explains are as follows;
 - At this stage, the company does not have any capital increase plans since the company has sufficient cash flow for operation.
- Mr. Chod Reankittiwat, shareholder, questions on;
 - What will be the performance direction? Mr. Chod Reankittiwat is also appreciated the management team and company to be able to generate turnover of the 1st quarter result with increased outstanding production capacity rate. Nonetheless, why the company can adjust the selling price very little in 2-5% only while other industrial companies in stock market are able to increase their selling price almost 20%.
 - Managing Director explains are as follows;
 - Even the company has increased the average selling price of MDF Borad and Particleboard products in the 1st quarter of 2021 in approximately 2% and 5% respectively to be the average selling price compared to the 1st quarter of 2020. But when comparing these 2% and 5% to the 4th of 2020, the average selling price of these two products increase approximately 13% since the market is very competitive throughout year 2020 from the situation of Corona Virus (COVID-19); this is the reason why the average selling price is decreased in 2020. And after the Corona Virus (COVID-19) situation since early 2021 has been better, the product demand also increases. Consequently, the selling price has gradually adjusted.
 - With the tendency of more demand on wood products, especially from overseas, whether this direction has good impacts to the company or not? In addition, whether this direction creates better selling price to the company or not?
 - Managing Director explains are as follows;
 - When the demand for wood products tends to increase, especially in the overseas, there will be good impact to the overall market which will also increase more demand from our company products. The selling price will therefore be adjusted for better price.

The meeting is closed at 11.42 hrs.

Signature _____ - **Signed** - _____ Chairman of the meeting
(Mr. Sompop Sahawat)



Information on directors retiring by rotation and being nominated for re-election1. Profile of the proposed person


Name - Surname	:	Mr. Sompop Sahawat	
Age	:	70 years	
Nationality	:	Thai	
Positions in VNG	:	Chairman	
	:	Authorized Director	
Date appointed as a director	:	1 November 1994	
Tenure	:	27 years 6 months	
Amount of shares held	:	None	
Education	:	Diploma mechanical, Fachhochschule Dortmund, Germany	
Director training program	:	DAP/2004, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years			
2019 - Present	:	Chairman Vanachai Logistics Co., Ltd.	
2017 - Present	:	Chairman Vanachai Woodsmith Co., Ltd.	
2015 - Present	:	Chairman Vanachai Energy Industries Co., Ltd.	
2014 - Present	:	Director PV Wood Co., Ltd.	
2005 - Present	:	Chairman Vanachai Group Plc.	
	:	Chairman Vanachai Panel Industries Co., Ltd.	
	:	Chairman Vanachai Chemical Industries Co., Ltd.	
	:	Chairman Woodtek International Co., Ltd.	
	:	Chairman Particle Planner Co., Ltd.	
2005 - 2 July 2020	:	Chairman The Vanachai Group of Companies Co., Ltd.	
1994 - 2005	:	Director Vanachai Group Plc.	
The Attendance at the year 2021	:	Board of Directors meeting 10/10 times	
	:	Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			

1. Never dishonestly committed and offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.


Information on directors retiring by rotation and being nominated for re-election

Name - Surname	:	Police General Soontorn Saikwan	
Age	:	78 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director	
Date appointed as a director	:	19 April 2005	
Tenure (Including the period of holding office until completion of this term)	:	20 years	
Amount of shares held	:	None	
Education	:	Master Degree of Political Science, Ramkhamhaeng University	
Director training program	:	(MFM, MIA, MIR, MFR)/2013, ACP/2013, DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
2013 - Present	:	Vice Chairman Independent Director Audit Committee	Millcon Steel Plc.
2012 - Present	:	Chairman Independent Director	PTG Energy Plc.
2005 - Present	:	Independent Director	Vanachai Group Plc.
The Attendance at the year 2021	:	Board of Directors meeting 10/10 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year	

Information on directors retiring by rotation and being nominated for re-election


Name - Surname	:	Mr. Kraithip Krairiksh	
Age	:	68 years	
Nationality	:	Thai	
Positions in VNG	:	Independent Director Audit Committee	
Date appointed as a director	:	12 December 2008	
Tenure (Including the period of holding office until completion of this term)	:	16 years 5 months	
Amount of shares held	:	None	
Education	:	Master of Economics, Tufts University, USA.	
Director training program	:	CGI/2015, DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Independent Director	
Work experience in the last 5 years			
2017 - Present	:	Independent Director Audit Committee	Major Cineplex Group Plc.
2013 - Present	:	Chairman Independent Director	Pace Development corporation Plc.
2009 - Present	:	Independent Director Audit Committee	Samitivej Plc.
2009 - Present	:	Chairman Independent Director	KT ZMICO Securities Co., Ltd.
2008 - Present	:	Independent Director Audit Committee	Vanachai Group Plc.
The Attendance at the year 2021	:	Board of Directors meeting 10/10 times Audit Committee meeting 5/5 times Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property.	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.	

Information on directors retiring by rotation and being nominated for re-election

Name - Surname	:	Ms. Yupaporn Boongate	
Age	:	68 years	
Nationality	:	Thai	
Positions in VNG	:	Vice Chairman	
		Authorized Director	
		Director of Executive Committee	
Date appointed as a director	:	4 January 1995	
Tenure	:	27 years 4 months	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	Maetee Chunnawan Wittayalai School	
Director training program	:	DAP/2005, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years			
2019 - Present	:	Director	Vanachai Logistics Co., Ltd.
2017 - Present	:	Director	Vanachai Woodsmith Co., Ltd.
2015 - Present	:	Director	Vanachai Energy Industries Co., Ltd.
2005 - Present	:	Vice Chairman	Vanachai Group Plc.
		Director	Particle Planner Co., Ltd.
		Director	Vanachai Chemical Industries Co., Ltd.
		Director	Vanachai Panel Industries Co., Ltd.
		Director	Woodtek International Co., Ltd.
1991 - 2 July 2020	:	Director	The Vanachai Group of Companies Co., Ltd.
1995 - 2005	:	Director	Vanachai Group Plc.
The Attendance at the year 2021	:	Board of Directors meeting 9/10 times	
		Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property.	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.	



Information on directors retiring by rotation and being nominated for re-election

Name - Surname	:	Ms. Phattrat Sahawat	
Age	:	48 years	
Nationality	:	Thai	
Positions in VNG	:	Director	
		Authorized Director	
		Director of Executive Committee	
Date appointed as a director	:	24 April 2002	
Tenure	:	20 years	
Amount of shares held	:	36,000,000 shares or 2.075 percent of total shares with voting right	
Education	:	MSA. Multinational Commerce, Boston University, USA.	
Director training program	:	DAP/2004, Thai Institution of Directors Association (IOD)	
Type of director to be elected	:	Director	
Work experience in the last 5 years			
2021 - Present	:	Director	Vanachai Logistics Enterprise Co., Ltd.
2019 - Present	:	Director	Vanachai Logistics Co., Ltd.
2017 - Present	:	Director	Vanachai Woodsmith Co., Ltd.
2015 - Present	:	Director	Vanachai Energy Industries Co., Ltd.
2014 - Present	:	Director	PV Wood Co., Ltd.
2012 - Present	:	Director	Particle Planner Co., Ltd.
		Director	Vanachai Chemical Industries Co., Ltd.
		Director	Vanachai Panel Industries Co., Ltd.
		Director	Woodtek International Co., Ltd.
2005 - 2 July 2020	:	Director	The Vanachai Group of Companies Co., Ltd.
2002 - Present	:	Director	Vanachai Group Plc.
The Attendance at the year 2021	:	Board of Directors meeting 9/10 times	
		Meeting of Shareholders 1/1 time	
Interest in any agendas	:	None	
Forbidden Qualifications			
		1. Never dishonestly committed and offence against property.	
		2. Never entered into any transaction which may cause conflict of interest against the Vanachai Group during the year.	

2. VNG Shareholdings of Nominates

Nominates		Shares (amount)	% of total shares of right vote
1. Mr. Sompop	Sahawat	None	-
2. Police General Soontorn	Saikwan	None	-
3. Mr. Kraithip	Krairiksh	None	-
4. Ms. Yupaporn	Boongate	36,000,000	2.075
5. Ms. Phattrra	Sahawat	36,000,000	2.075

3. Information directors or executives in listed companies and other companies/other businesses

Nominates		Listed Company		Other Incorporations (none-listed company)	Other Rival Incorporations /Any relating business with VNG
		Amount	Type of Director		
1. Mr. Sompop	Sahawat	None	-	None	None
2. Police General Soontorn	Saikwan	2	- Vice Chairman Independent Director Audit Committee, Millcon Steel Plc. - Chairman Independent Director PTG Energy Plc.	None	None
3. Mr. Kraithip	Krairiksh	3	- Independent Director Audit Committee, Major Cineplex Group Plc. - Chairman Independent Director, Pace Development corporation Plc. - Independent Director Audit Committee, Samitivej Plc.	1	None
4. Ms. Yupaporn	Boongate	None	-	2	None
5. Ms. Phattrra	Sahawat	None	-	2	None



Independent Director's Qualification

1. Hold 1% or lesser of total shares in suffrage of the company, parent company, subsidiary company, incorporated company or juristic person who may be in conflict of interest, including shares held by those concerned persons (referred to as ordinary person under Clause 258 of The Security Exchange Act.)
2. Avoid managerial involvement (referred to executive director, executive-like committee, and duly authorized committees), personal, employee, regular consultant, controlling person whose involvement have concerned with parent company, subsidiary company, incorporated company, subsidiaries at same sequences (referred to 2 subsidiaries or up subjected to the same holding company), juristic person who may be in conflict of interest (presently or 2 years period prior to appointment)
3. Having neither blood relationship nor registering as parents, spouse, brother and sister, and the children' partner in relation with executive, major shareholder, or controlling person, or nominated person to be executive or controller for company and subsidiaries.
4. Business relationship with company
 - (A) Details of Relationship
 - Relationship as professional service provider
 - Relationship : Auditor, other professional service providers such as legal consultant, financial consultant, evaluator, etc.
 - Significant level irrelevant to dependent position
 - Auditor is prohibited in any case.
 - Other professional service providers : Value of transaction must exceed 2 million baht yearly.
 - Business Relationship (congruently with requirement on linked transaction of the Stock Exchange)
 - Relationship : Cover all business types - including normal transaction, real estate lease/rent, assets/service transaction, financial assistance transaction.
 - Significant level irrelevant to dependent position : transaction value \geq 20 million baht or \geq 3% of company's NTA, upon the case may be of which amount is lower. In consideration of transaction, the previous 6 month transaction shall be included.
 - (B) Relationship (A) relationship with juristic person shall be regarded dependent position which are major shareholder, directors (except for independent director/auditing director), and executive or juristic person's partner.
 - (C) Subjected to sub-clause (A) and (B) such relationship above mentioned must not occur in present or previous 2 year period prior to appointment.
 - (D) Exception : In case of reasonable necessity which the event has not occurred continuously and constantly, the independent/auditing director may develop the relationship to the extent which it is beyond the significant level assigned in the office, it shall be approved by the Board of Directors, and the resolution must be unanimous. Additionally, such relationship shall be disclosed by the company for respective director on the Public Offering (Filling Form), Annual Business Data (Form 56-1) and Annual Report (Form 56-2) of the company. If subsequently it's required by the company to submit the independent / auditing director such transaction to assume the next term of office, the company shall disclose the data relevant to the said relationship on the letter of meeting appointment in period of director nomination.

5. Not being a nominated committee as company's representative, major shareholders or shareholders relevant to company's major shareholder.
6. There are no qualifications that preclude assuming role as independent opinion.
7. Independent director with qualification stated in section 1-6 shall be assigned by the Board of Directors to make decision in relation to the operation undertaken by parent company, subsidiaries, incorporated company, and subsidiaries at the same sequence or entities that may conflict with the decision to form collective decision.

The shareholding restrictions of an independent director follow the minimum requirements of the SEC or SET, in which an independent director must hold no more than 1.0 percent of the total issued share of the company. The following table confirms that all proposed individuals meet the qualifications of an independent director.

Relationship Characteristics of Nominees Qualified as an Independent Director

Relationship Characteristics	Name of nominees qualified as an Independent Director	
	Police General Soontorn Saikwan	Mr. Kraithip Krairiksh
Holding of VNG's ordinary share		
- Amount	None	None
- The ratio of voting rights	None	None
Close relatives to management or major shareholders of company and its subsidiaries	None	None
Having relationship in any of these characteristics to company, parent company, subsidiaries company, affiliated company or any juristic entity which may cause conflict of interest to the Company during the past 2 years		
(1) being director who is involved in management, being staff, employee or consultant who receives monthly salary.	None	None
(2) being a professional service provider (such as Auditor or Legal Consultant).	None	None
(3) having business relationship (such as buy/sell raw material, goods giving financial support such as borrowing or lending).	None	None



Articles of Association relevant to the shareholders' meeting

Shareholder's meeting

Article 23 The Board of Directors would have to arrange shareholders meeting to be annual general meeting within 4 months counting from the end date of the company fiscal year.

Any others, excluding the mentioned shareholder meetings, would be called as the extraordinary meeting. The Board of Directors would call for shareholders meeting as extraordinary meeting in any time when it is appropriate. Or, when any shareholder or shareholders who have shares in total not less than 10 percent of total number of share sold and give listed names for memorandum requesting. The Board of Directors to call for shareholders meeting as extraordinary meeting which can be in anytime. However, it would need to clearly specify the subject and reason in order to make a request for such meeting. In this case, The Board of Directors would have to arrange such meeting within 45 days from date of memorandum acknowledgement.

If The Board of Directors does not arrange such meeting within the period by paragraph 2, shareholders who give the listed names or any other shareholders who gather in total of number of shares as requirement can then be able to call for own meeting within 45 days from the due date by paragraph 2. In this case would consider the meeting as The Board of Directors calls for meeting, and the company must be responsible for necessary expenses which caused from meeting arrangement and would have to facilitate for any needs.

In case of shareholders meeting is called for a meeting because of shareholders according to paragraph 3 and total number of shareholders who attend is not in quorum as specified by Article 26 of the Company's Article of Association - shareholders, according to paragraph 3, must be responsible for expenses on meeting arrangement.

Article 24 In summoning a meeting of shareholders, the board of directors shall deliver to shareholders notice of the meeting specifying the place, day, time, agenda of the meeting and other business to be transacted at the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the board of directors on the said matters, not less than seven days before the date of the meeting. Besides, the notice of the meeting shall also be published three consecutive days in a newspaper with the last publication appearing not less than three days prior to the date of meeting.

The shareholder's meeting shall be held at the location of the head office or any province in Thailand.

Article 25 In any Shareholders' Meeting, a shareholder may vote by proxy, provided the power given to such proxy is in writing dated and signed by the person giving the power. The Proxy Form shall have the format as required by the Registrar.

Before the proxy can attend the meeting, the Proxy Form shall be deposited at the Chairman of the meeting or such other person as assigned by the Chairman.

Article 26 At a shareholder's meeting, there shall be not less than twenty-five shareholders and proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third the total issued share attending the meeting to constitute a quorum.

If any shareholder's meeting, the number of shareholders attending the meeting does not constitute a quorum within one hour after the appointed time, the meeting shall be cancelled if it was summoned by the requisition of shareholders. If the meeting was not summoned by the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than seven days before the meeting. At such subsequent no quorum shall be necessary.

At a shareholder's meeting, the Chairman of the board of directors shall be the Chairman of the shareholders' meeting. If the chairman of the board is not present at the meeting, if there is a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders shall elect one among themselves as the Chairman of the meeting.

Article 27 In casting votes, each share shall have votes equal to the number of shares held by him. The resolutions of the shareholders meeting shall comprise the following votes.

- (1) In normal case, a resolution shall be adopted by the majority votes of shareholders present and voting. In the case of equal voting, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be adopted by a vote of not less than third-fourth of the total votes of the shareholders present and entitled to vote:
 - (a) the sale or transfer of whole or important parts of business of the Company to other persons.
 - (b) the purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
 - (c) the making, amending or concealing of contracts relating to the leasing out of the businesses of the Company, wholly or certain important parts, the assignment to any other persons to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective towards profit and loss sharing.
 - (d) to amend the Memorandum or Articles of Association ;
 - (e) to increase or reduce the registered capital or issue debentures
 - (f) to amalgamate and dissolve the Company;

Article 28 The business to be transacted at the annual ordinary meeting of the shareholders are:

- (1) To consider report of the board of directors which is submitted to the meeting showing the business operation of the Company during the past year.
- (2) To consider and approve balance sheet and profit and loss statement.
- (3) To consider allocation of the profit and allocation a reserve fund.
- (4) To elect directors in place of those retiring by rotation.
- (5) To appoint an auditor and specify the remuneration for the auditor.
- (6) Other businesses.

Dividend Payment

Article 34 No dividend may be paid from other types of money except profits. If the Company has incurred losses, no dividend may be paid.

Dividend shall be allocated according to the number of shares each having equal amount of dividend. The Shareholders' Meeting shall approve payment of dividend.

The Board of Directors may, from time to time, pay interim dividend to shareholders if it deems that the Company's profits are sufficient. For this purpose, the Board of Directors shall report such payment of dividend to shareholders in next meeting.

Payment of dividend shall be made within 1 month from the date on which the Shareholders' Meeting or, as the case may be, the Board of Directors' Meeting has passed a resolution. Payment of dividend shall be notified in writing to shareholders and shall be published in newspapers. No interests shall apply to the Company if payment of dividend is made within the period of time required by law.

Article 35 The Company shall appropriate to a reserve fund at least 5 percent of the annual profits less brought forward deficit (if any) until the reserve fund reaches at least 10 percent or more of the registered capital of the Company. The Board of Directors shall give an opinion and propose for the approval of the Shareholders' Meeting.

The Board of Director

Article 10 The Board of Directors shall consist of at least 5 directors and no less than half of the total number of the directors shall have residence in the Kingdom. The Board of Directors shall have qualifications required by law.

Article 11 The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote for one share;
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as a director or directors. If several persons are to be elected as director, the shareholder shall not divide his or her votes to any person in any number;
- (3) Person who receive the highest number of votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. In the event of a tie in the last to be elected and this exceeds the said number of directors, the chairman of the meeting should have a casting vote.

Article 12 At every ordinary shareholders' meeting, one-third (1/3) of the number of directors shall vacate office. If the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall retire from office.


The directors to retire from office in the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office. A vacating director may be eligible for re-election.

Directors' Remuneration

Article 13 The directors shall be entitled to receive benefits in form of remunerations, meeting allowance, commission, bonus or such other form of benefits as provided under the Articles of Association or as the Shareholders' Meeting may approve in a fix amount of benefits or may determine guidelines to be effective for a specified period or until further change. In addition to this, the directors shall be entitled to receive allowances and welfare provided in accordance with the Company's rules.

Profiles of the directors proposed as proxy

Name - Surname	Mr. Suebtrakul Soonthornthum	
Age	80 years	
Nationality	Thai	
Position in VNG	Vice - Chairman / Independent Director	
Date appointed as a director	1 November 1994	
Address	Vanachai Group Public Company Limited 2/1 Wongsawang Road, Khet Bang Sue, Bangkok. 10800	
Education	<ul style="list-style-type: none"> • MBIM, Hon Dlitt (Curtin University) • PMD (Harvard University) 	
Director training	Director Accreditation Program (DAP/2004), Thai Institute of Directors Association (IOD)	
Shares holding (%)	None	
Illegal record in past 10 years	None	
Special interest in any agendas	None	

Name - Surname	Mr. Wanthana Jaroennawarat	
Age	62 years	
Nationality	Thai	
Position in VNG	Managing Director	
Date appointed as a director	1 November 1994	
Address	Vanachai Group Public Company Limited 2/1 Wongsawang Road, Khet Bang Sue, Bangkok 10800	
Education	<ul style="list-style-type: none"> • Honorary Doctoral Degree in Industrial Design, Faculty of Engineering and Architecture, Rajamangala University of Technology Tawan-ok • MIE - Industrial Engineering, King Mongkut's University of Technology North Bangkok • Capital Market Academy Leadership Program (Class 13/2011), Capital market Academy 	
Director training program	Director Accreditation Program (DAP/2004), Thai Institute of Directors Association (IOD)	
Shares holding (%)	2.075% of paid-up capital	
Illegal record in past 10 years	None	
Special interest in any agendas	None	

Map of the venue of the 2022 Annual General Meeting of Shareholders via electronic media



Place	The Meeting Room, Vanachai Group Public Company Limited
Address	No. 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok 10800
Telephone	02 585 4900-3, 02 913 2180-9
Fax	02 587 9556, 02 587 0516

Proxy (Form A.)

(Duty Stamp of Baht 20 is required)

Made at

Date Month B.E.

(1) I/We Nationality

Residing at No. Road Tambol/Kwaeng

Amphur/Khet Province Post Code

(2) am/are a shareholder of Vanachai Group Public Company Limited.

holding the total number of shares and having vote the right to vote equal to votes
as follows:

- Ordinary shares shares and having vote the right to vote equal to votes.

- Preferred shares shares and having vote the right to vote equal to votes

(3) hereby appoint

☐ (1) Mr. Suebtrakul Soonthornthum Age 80 Years Position Vice Chairman / Independent Director
Residing at 27 Soi Sathorn 9, Kwaeng Yannawa, Khet Sathorn, Bangkok or

☐ (2) Mr. Wanthana Jaroennawarat Age 62 Years Position Managing Director
Residing at 41 Moo 3, Tambol Bangkrod, Amphur Baan Pho, Chachoengsao or

☐ (3) Age Year
Residing at Road Tambol/Kwaeng
Amphur/Khet Province Post Code
E-mail address* Mobile Phone (for receiving OTP)*

Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Annual General Meeting of Shareholders of the year 2022 to be held on Wednesday 27 April 2022 at 10.00 hrs. via electronic media (E-AGM) or such other date, time and place as the Meeting may be adjourned.

I, a shareholder of Vanachai Group Public Company Limited, consent Vanachai Group Public Company Limited to send Username and Password to the proxy with the name and e-mail address that I have specified in this proxy form hereto.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all Respects.

Signature Grantor
(.....)

Signature Proxy
(.....)

Signature Proxy
(.....)

Note

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and all votes of a shareholder may not be split for more than one proxy.
2. Please correctly and completely fill in the form, especially e-mail address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

Proxy (Form B.)

(Duty Stamp of Baht 20 is required)

Written at

Date Month B.E.

(1) I/We Nationality

Residing at No. Road Tambol/Kwaeng

Amphur/Khet Province Post Code

(2) am/are a shareholder of Vanachai Group Public Company Limited.

holding the total number of shares and having the right to vote equal to votes
as follows:

- Ordinary share shares and having the right to vote equal to votes.
- Preferred share shares and having the right to vote equal to votes.

(3) hereby appoint

☐ (1) Mr. Sueptrakul Soonthornthum Age 80 Years Position Vice Chairman / Independent Director
Residing at 27 Soi Sathorn 9, Kwaeng Yannawa, Khet Sathorn, Bangkok or

☐ (2) Mr. Wanthana Jaroennawarat Age 62 Years Position Managing Director
Residing at 41 Moo 3, Tambol Bangkrod, Amphur Baan Pho, Chachoengsao or

☐ (3) Age Year
Residing at Road Tambol/Kwaeng
Amphur/Khet Province Post Code
E-mail address* Mobile Phone (for receiving OTP)*

Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Annual General Meeting of Shareholders of the year 2022 to be held on Wednesday 27 April 2022 at 10.00 hrs. via electronic media (E-AGM) or such other date, time and place as the Meeting may be adjourned.

I, a shareholder of Vanachai Group Public Company Limited, consent Vanachai Group Public Company Limited to send Username and Password to the proxy with the name and e-mail address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained username or password to log in the system for voting).

Note : Please correctly and completely fill in the form, especially e-mail address and mobile phone number those specified with (*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.

(4) I/We authorize the Proxy to vote on my/our behalf at the meeting as follows:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2021 held on 17 May 2021

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain



Agenda 2 To acknowledge the Annual Report 2021 of the Board of Directors

Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2021

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

Agenda 4 To acknowledge the payment of interim dividend and to consider and approve the allocation of profit for the 2021

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ To elect directors as a whole

☐ Approve ☐ Not approve ☐ Abstain

☐ To elect directors individually

Name of director Mr. Sompop Sahawat

☐ Approve ☐ Not approve ☐ Abstain

Name of director Police General Soontorn Saikwan

☐ Approve ☐ Not approve ☐ Abstain

Name of director Mr. Kraithip Krairiksh

☐ Approve ☐ Not approve ☐ Abstain

Name of director Ms. Yupaporn Boongate

☐ Approve ☐ Not approve ☐ Abstain

Name of director Ms. Phattra Sahawat

☐ Approve ☐ Not approve ☐ Abstain

Agenda 6 To consider and approve the remuneration of directors

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain



Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2022

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

Agenda 8 Other (if any)

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve ☐ Not approve ☐ Abstain

(5) Voting by the Proxy in any agenda that is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any act(s) performed by the proxy at the Meeting, except such vote(s) that is (are) not in accordance to my/our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

Signature..... Grantor
(.....)

Signature..... Proxy
(.....)

Signature..... Proxy
(.....)

Note

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and all votes of a shareholder may not be split for more than one proxy.
2. In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.
3. In case there is more agenda than those specified above, the shareholder may display such additional agenda in the attached supplemental Proxy Form B.



Supplemental Proxy Form B.

As the Proxy to act on behalf of the shareholder of Vanachai Group Public Company Limited

The Annual General Meeting of Shareholders of the year 2022 on Wednesday 27 April 2022 at 10.00 hrs. via electronic media (E-AGM) or on such other date and at such other place as may be adjourned or changed.

Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda..... : Re:.....

Name of director.....

☐ Approve ☐ Not approve ☐ Abstain

Name of director.....

☐ Approve ☐ Not approve ☐ Abstain

Name of director.....

☐ Approve ☐ Not approve ☐ Abstain

Name of director.....

☐ Approve ☐ Not approve ☐ Abstain

Name of director.....

☐ Approve ☐ Not approve ☐ Abstain

Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain



Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda..... : Re:.....

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

PROXY FORM C. (FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

(Duty Stamp of Baht 20 is required)

Made at

Date Month B.E.

(1) I/We

with address at No. Road Tambol/Kwaeng

Amphur/Khet Province Post Code

Acting as the custodian for

I/We am/are a shareholder of Vanachai Group Public Company Limited.

holding the total number of shares and having the right to vote equal to votes
as follows:

- Ordinary share shares and having the right to vote equal to votes.

- Preferred share shares and having the right to vote equal to votes.

(2) hereby appoint

☐ (1) Mr. Suebrakul Soonthornthum Age 80 Years Position Vice Chairman / Independent Director
Residing at 27 Soi Sathorn 9, Kwaeng Yannawa, Khet Sathorn, Bangkok or

☐ (2) Mr. Wanthana Jaroennawarat Age 62 Years Position Managing Director
Residing at 41 Moo 3, Tambol Bangkrod, Amphur Baan Pho, Chachoengsao or

☐ (3) Age Year
Residing at Road Tambol/Kwaeng
Amphur/Khet Province Post Code
E-mail address* Mobile Phone (for receiving OTP)*

Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Annual General Meeting of Shareholders of the year 2022 to be held on Wednesday 27 April 2022 at 10.00 hrs. via electronic media (E-AGM) or such other date, time and place as the Meeting may be adjourned.

I, as a custodian, consent Vanachai Group Public Company Limited to send Username and Password to the proxy with the name and e-mail address that I have specified in this proxy form hereto, (except I have already granted my proxy to vote at my desire, so the proxy shall not be obtained Username or Password to log in the system for voting).

(3) I/We authorize my/our Proxy to attend and cast the vote as follows:

☐ The Proxy is authorize for all shares held and entitled to vote.

☐ The Proxy is authorize for certain shares as follows:

☐ ordinary shares shares, entitling to vote votes

☐ preferred shares shares, entitling to vote votes

Total entitling vote votes.

Note : Please correctly and completely fill in the form, especially e-mail address and mobile phone number those specified with (*).
Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.



(4) I/We authorize the Proxy to vote on my/our behalf at the meeting as follows:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2021 held on 17 May 2021

☐

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐

(B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Agenda 2 To acknowledge the Annual Report 2021 of the Board of Directors

Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2021

☐

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐

(B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Agenda 4 To acknowledge the payment of interim dividend and to consider and approve the allocation of profit for the 2021

☐

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐

(B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

☐

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐

(B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐

To elect directors as a whole

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

☐

To elect directors individually

Name of director Mr. Sompop Sahawat

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Name of director Police General Soontorn Saikwan

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Name of director Mr. Kraithip Krairiksh

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Name of director Ms. Yupaporn Boongate

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Name of director Ms. Phattra Sahawat

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes

Agenda 6 To consider and approve the remuneration of directors

☐

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐

(B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐

Approve.....votes

☐

Not approve.....votes

☐

Abstain.....votes



Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2022

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda 8 Other (if any)

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

(5) Voting by the Proxy in any agenda that is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any act(s) performed by the proxy at the Meeting, except such vote(s) that is(are) not in accordance to my/our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

Signature..... Grantor

(.....)

Signature..... Proxy

(.....)

Signature..... Proxy

(.....)

Signature..... Proxy

(.....)

Note

1. This Proxy Form C. shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and all votes of a shareholder may not be split for more than one proxy.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominate director individually.
5. In case there is more agenda than those specified above, the shareholder may display such additional agenda in the attached supplemental Proxy Form C.



Supplement Proxy Form C.

As the Proxy to act on behalf of the shareholder of Vanachai Group Public Company Limited

The Annual General Meeting of Shareholders of the year 2022 on Wednesday 27 April 2022 at 10.00 hrs. via electronic media (E-AGM) or on such other date and at such other place as may be adjourned or changed.

Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda..... : Re:.....

Name of director.....

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Name of director.....

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Name of director.....

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Name of director.....

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Name of director.....

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes



Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda..... : Re:.....

☐ (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device), submission of document and procedure of registration, method of granting proxy, procedures for attending the meeting via electronic device, voting, vote counting and questioning during the meeting including Registration Form

The Company will hold the 2022 Annual General Meeting of Shareholders via electronic device only on Wednesday 27 April 2022. All Shareholders are requested to attend the meeting via Electronic Device.

The Company has engaged Digital Access Platform Co., Ltd, the Stock Exchange of Thailand's subsidiary, to be DAP e-Shareholder Meeting system provider in order to provide the service and system for the meeting by electronic service. The shareholders, who would like to attend the meeting by Electronic Device, please proceed in accordance to the following guidelines:

Documents or evidence showing an identity of the shareholder required for attending the meeting (via electronic device)

1. Person

1.1 Personal Attendance

- Valid identification card or a copy of official document issued by government authorities e.g. government officer identification card, driver license or Passport supported by any documents in case of change thereto.

1.2 Proxy

- Any Proxy Form, either Form A or Form B duly filled in and signed by shareholder and proxy
- A copy of Identification Card issued by competent authorities duly certified shareholder
- A copy of Identification Card issued by competent authorities duly certified by proxy

2. Juristic Entity

2.1 Personal attendance by shareholder representative:

- A copy of a company certificate issued by Department of Business Development, Ministry of Commerce and duly certified by authorized director(s) who attends the meeting showing that the shareholder representative (authorized director) has the authority to act on behalf of the juristic person shareholder;
- A copy (ies) of Identification Card or issued by competent authorities duly certified by such authorized director(s).

2.2 Proxy:

- Any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder and proxy;
- A copy of a company certificate issued by Department of Business Development, Ministry of Commerce and duly certified by authorized director(s);
- A copy (ies) of Identification Card or others issued by competent authorities to authorized director(s) duly certified by him/her/them;
- A copy (ies) of Identification Card or others issued by competent authorities to proxy duly certified by proxy.



3. For Foreign Investor appointing the Custodian in Thailand

- In case Custodian appointed as depositary by foreign investors, documents as under juristic entity 2 shall be applied by selecting one of any Proxy Form (either Form A, Form B or Form C) duly filled in and signed by shareholder and proxy;
- In the event custodian has been authorized to sign on proxy, the following documents shall be produced:
 - 1) A power of attorney appointing such custodian to sign on proxy;
 - 2) A confirmation letter that signatory has been licensed to engage in custodian business.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public. In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person (as the case may be) of juristic person shareholder.

Submission of Document and Procedure of Registration

1. Shareholder intends to attend the meeting in person

1.1 Individual shareholders wishing to use their ID card for identity verification

- Shareholder can pre - register (e-register) to attend the 2022 Annual General Meeting of Shareholders (via electronic device) via DAP e-Shareholder Meeting system from 11 April 2022 until 27 April 2022, which is the meeting date by using the Shareholder's valid ID card to register at

<https://portal.eservice.set.or.th/Account/Login?refer=T7PY6q4ISLC0r55sdl3Op%2bGrcTdK4AXskSTMxHCowRSOtQW4huV5IA%3d%3d>

or scan this QR Code



- After the Shareholder performs the registration process through DAP e-Shareholder Meeting system, the Company will verify the validity of shareholder's information. After that Shareholders will receive an email confirming your registration result via e-mail address used at registration process.

1.2 Individual shareholders wishing to use official document issued by government authorities (other than ID card) for identity verification or the juristic person's representative attend the meeting in person.

- In case Individual shareholders wish to pre-register to attend the 2022 Annual General Meeting of Shareholders (via electronic device) via DAP e-Shareholder Meeting system by using official document issued by government authorities other than ID card or the juristic person's representative attend the meeting in person, please send registration form attached with enclosure no. 8 hereto together with other documents showing an identity as stated in subject "Documents or evidence showing an Identity of the shareholder required for attending the meeting" item 1.1 or 2.1 (as the case may be) to the Company through the following channels;

Mailing Address : Company Secretary

Vanachai Group Public Company Limited

2/1 Wongsawang Road, Wongsawang Sub-District, Bangsue District, Bangkok
10800 or

E-mail Address : aruck@vanachai.com

The Company shall receive the document within 17.00 hrs. of 22 April 2022. You are suggested to send via post no later than 20 April 2022.

- After the Company verifies the correctness of registration form and the validity of documents or evidence showing an identity, Username and Password used for Log-in to the electronic meeting via DAP e-Shareholder Meeting system will be sent to shareholder's e-mail address as specified in the registration form.
- For registration troubleshooting, please contact the Company's staffs at 02 585 4900-3 or 02 913 2180-9 during working hours available from 09.00-16.30 hrs. during 11 April 2022 (except on Saturday -Sunday or Public holidays).

2. Shareholder appoint the Independent Director

- Shareholder, who does not intend to attend the electronic shareholders meeting in person, may appoint to the Independent Director, Mr. Sueptrakul Soonthornthum as your proxy to attend the meeting and vote instead. To do so, please select an Independent Director as specified in the proxy form to appoint as a proxy holder. Please be noted that granting a proxy to Independent Director are recommend to use Proxy Form B only, which has been sent to the shareholders together with Notice of Meeting, and submit it along with accompanying documents for proxy appointment accordingly. Profiles of the Independent director proposed as proxy for shareholders can be found in Enclosure No. 5.
- Please submit proxy duly filled in and signed by shareholders along with accompanying documents showing an identity for proxy appointment through the following channels

Mailing Address : Company Secretary

Vanachai Group Public Company Limited

2/1 Wongsawang Road, Wongsawang Sub-District, Bangsue District, Bangkok
10800 or

E-mail Address : aruck@vanachai.com

The Company shall receive the document within 17.00 hours of 22 April 2022. You are suggested to send via post no later than 20 April 2022.

3. Shareholder intends to grant a proxy to any person (other than Independent Director)

- Shareholder who intends to grant a proxy to any person to attend the meeting instead, shareholders and/or proxy can fill their name and details of proxy in completely and correctly in Proxy Form A which is general proxy form (simple form) or Form B which is specific details form according to Regulation of Department of Business Development sent together with Notice of Meeting.
- Please submit proxy duly filled in and signed by shareholders and proxy with accompanying documents showing an identity for proxy appointment through the following channels;



Mailing Address : Company Secretary
Vanachai Group Public Company Limited
2/1 Wongsawang Road, Wongsawang Sub-District, Bangsue District, Bangkok
10800 or

E-mail Address : aruck@vanachai.com

The Company shall receive the document within 17.00 hrs. of 22 April 2022. You are suggested to send via post no later than 20 April 2022.

- After the Company verifies the correctness of proxy form and other relevant documents, Username and Password used for Log-in to the electronic meeting via DAP e-Shareholder Meeting system will be sent to email address as specified in the proxy form.
- In the case the Shareholders have already granted the proxy by using Proxy Form B and specified the voting in each agenda, the Company will record the votes as specified in the proxy forms. In this regard, the proxy shall not be obtained Username and Password used to log-in to DAP e-Shareholder Meeting system for voting. However, the proxy will be obtained Link to attend the Meeting via Webex and proxy is allowed to ask the question. In this regard, shareholder will be queuing by pressing “Chat” button, typing the question and submitting in consequence so that the Company’s staff will be notified.

Please note that one e-mail address can be used for registration via DAP e-Shareholder Meeting system for only one shareholder. Therefore, in the case that a shareholder attending the meeting is also granted proxy from other shareholders or the proxy holder is granted proxy from many shareholders, the proxy holder has to prepare a number of e-mail address in accordance with the number of shareholders attending the meeting, either attending by themselves or by proxy.

Procedures for Attending the Meeting via Electronic Device

1. Shareholder and Proxy can Log-in to DAP e-Shareholder Meeting system on 27 April 2022 at 8.00 hrs. (2 hour before the meeting starts) by selecting “Log in” by using Username and Password together with OTP received. Log in at <https://portal.eservice.set.or.th>

or scan this QR Code




2. After logging-in to DAP e-Shareholder Meeting system, shareholders click “Attend the meeting” to join the 2022 Annual General Meeting of Shareholders through the Webex system.
3. Please use the following devices and/or programs to attend the electronic meeting:
 - Recommended internet speed should be at least 10 Mbps
 - Smartphone / Tablet with camera with Android OS that supports over 8 version or IOS that support over 10.0 version
 - PC Computer / Notebook via Web Browser with Windows that supports over 10 version or Mac that support over OS X 10.12 version. Web Brower that support namely Google Chrome (over 88 version), Safari or Internet Explorer.

Voting

1. When the Chairman of the meeting notify the shareholders to cast their votes, shareholders need to return to DAP e-Shareholder Meeting system window that logged in before. DAP e-Shareholder Meeting system will be opened for voting system, shareholders please press “voting” button. After that the voting system will show the page for voting as “approve”, “not approve” or “abstain”.
2. Shareholders need to choose in each agenda whether “approve”, “not approve” or “abstain” within 1 minutes and then press “vote” button so that the voting procedure will be finished. Shareholders, who have not chosen “approve”, “not approve” or “abstain” within the voting period, will be deemed to resolve to approve the agenda as proposed to the meeting for consideration.

Nevertheless, if the voting period still exists, the shareholders may return to amend their votes within such period.
3. In the event the shareholder has granted a proxy to another to join the meeting on his/her behalf, the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate without specifying the voting in the proxy form. Unless in the case the shareholders have already specified the voting in the proxy forms, the Company will record the votes as specified in the proxy forms. In this regard, the proxy will not be obtained Username and Password using to log-in to DAP e Shareholder Meeting system for voting.

Vote Counting

1. Each agenda, vote will be counted for “approve” “not approve” and “abstain”. The scoring base will be majority vote counted against total votes of the shareholders attending the meeting and cast their votes which include “approve” and “not approve” vote. The “abstain” vote will not be counted.
2. After the vote counting for each agenda item, the Company will announce the voting result as approve, no approve or abstain as a number of vote and a percentage of total vote. Shareholders can check the results of each agenda by clicking the icon 

Questioning

In the event shareholders would like to ask questions during the meeting, shareholders need to return to DAP e-Shareholder Meeting system window that logged in before and click the “Send questions” button and then type your question and select “Confirm” button for queuing.

Only question regarding the agenda proposed for consideration to the Meeting will be allowed to asked so that the Company will employ the time for the best interest of all shareholders.



- There will be no physical meeting on Wednesday, 27 April 2022 in order to prevent the spread of Covid-19 pandemic. Therefore, shareholder will be asked to register to attend the electronic meeting or appoint the Independent Director to attend the electronic meeting instead of attending in person.
- The Company's staffs and technology provided by the Stock Exchange of Thailand will be well prepared to facilitate the verification the documents of each shareholder, who intend to attend the meeting. For the convenience of shareholders, please study procedure of registration. Shareholders are recommended to pre-register via DAP e-Shareholder Meeting system prior to the meeting date.
- Shareholder can study procedure of registration, attending the meeting via electronic device, broadcasting, voting and raising question in DAP e-Shareholder Meeting User Manual Enclosure No.10 or at <https://www.set.or.th/en/eservice/shareholder.html> or scan this QR Code



Any questions or problems regarding the pre-registration or attending the Annual General Meeting of Shareholders via Electronic Device, please contact

Company Secretary

Vanachai Group Public Company Limited

2/1 Wongsawang Road, Wongsawang Sub-District, Bangsue District, Bangkok 10800

Telephone 02 585 4900-3 or 02 919-2180-9

E-mail : aruck@vanachai.com

2022 Annual General Meeting of Shareholder (via electronic device) will be held by DAP e-Shareholder Meeting system. In this regard, the Company shall collect, use, and disclose the shareholders' personal data pursuant to applicable law and for the best interest of shareholder and shareholder shall be protected according to the Data Protection Policy.

Registration Form

2022 Annual General Meeting of Shareholders (via Electronic Device)

Please fill in this form, only for the following cases:

1. Individual shareholders wishing to use official document issued by government authorities or
2. Attendance in person by a representative of juristic person shareholders

Shareholder Name.....

ID Card No. / Juristic ID No.....Nationality.....

A shareholder / Shareholder's representative of Vanachai Group Public Company Limited

holding shares in the total amount ofshares

Status of the Meeting Attendee

- ☐ Individual shareholders wishing to use official document (other than ID card) issued by government authorities for identity verification

E-mail address*Mobile Phone (for receiving OTP)*

- ☐ Attendance in person by a representative of juristic person shareholders

Representative NameNationality.....ID Card No.....

E-mail address*Mobile Phone (for receiving OTP)*

Shareholders for the above cases have to submit the documents to the Company for identity verification and register via DAP e-Shareholder Meeting system on behalf of shareholders. Shareholders can send the relevant document via post or e-mail address as specified in topic "Submission of Document and Procedure of Registration"

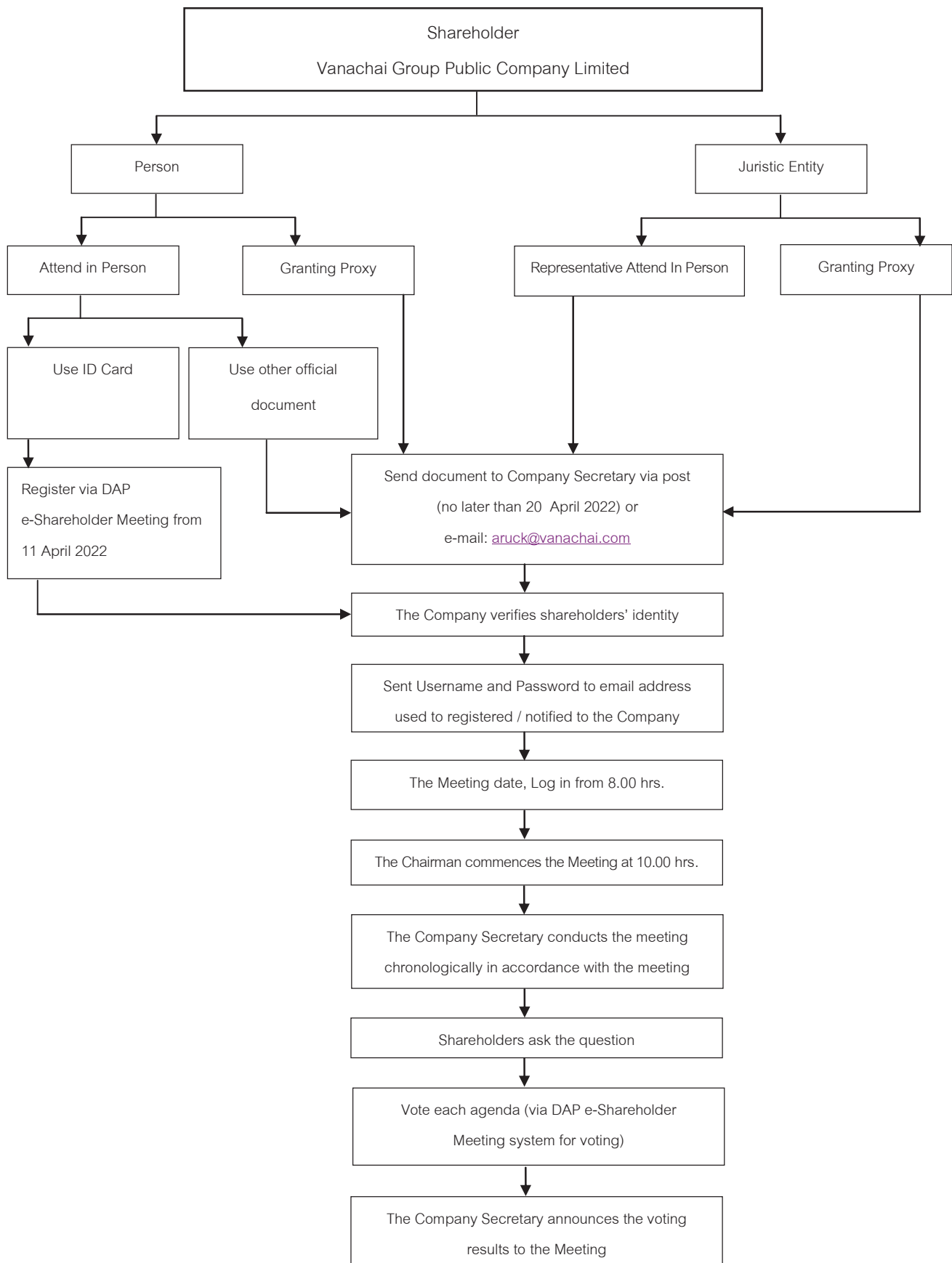
Sign.....Shareholder / Shareholder's Representative

()

Remark: Please correctly and completely fill in the form, especially those e-mail address and mobile phone number specified with (*). Otherwise, the Company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system.



Procedure for attending the 2022 Annual General Meeting of Shareholder (via electronic device)



User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Operated by Digital Access Platform Co., Ltd. (DAP),
a subsidiary of SET Group

Version 2.0 (2022)

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e-Question and e-Voting functions

5

Resetting password



1

Preparation for DAP e-Shareholder Meeting



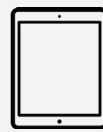
For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or

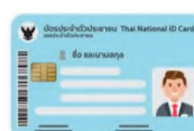


Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1

Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2

Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

2

Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”

2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking ☒ and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form



Attend in person



Proxy

Step 2

Specify the type of shareholder



Thai person



Foreign person /
Person without the ID card



Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCYJ

⌂ [Reset OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

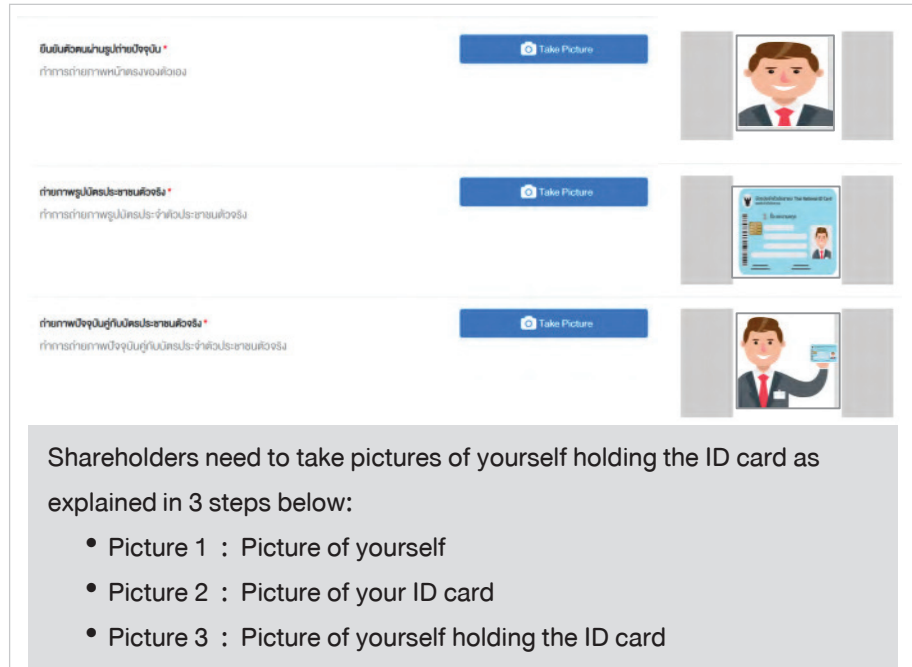
2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself



ขั้นตอนที่ 5: ถ่ายภาพตัวเอง

ดำเนินการถ่ายภาพหน้าตนเอง

ดำเนินการถ่ายภาพบัตรประชาชน

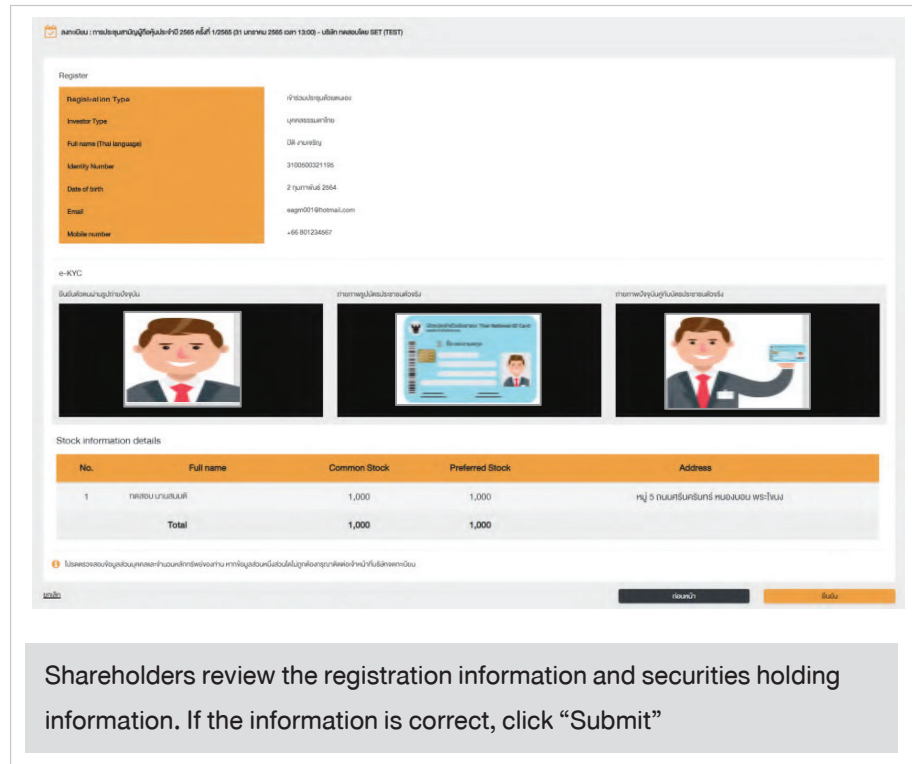
ดำเนินการถ่ายภาพตัวเองถือบัตรประชาชน

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information



ลงทะเบียน : การลงทะเบียนผู้ถือหุ้นรายบุคคล 2565 ครั้งที่ 1/2565 (ปี) เมษายน 2565 คม 13003 - บริษัทมหาชน จำกัด (มหาชน)

Register

Registered on Type: Individual Investor Type

Full name (Thai language): น.ส. นงนุช น.ส. นงนุช

Identity Number: 310000021105

Date of birth: 2 กุมภาพันธ์ 2564

Email: ngn001@hotmail.com

Mobile number: +66 801234567

e-KYC

ดำเนินการถ่ายภาพหน้าตนเอง

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพตัวเองถือบัตรประชาชน

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	น.ส. นงนุช น.ส. นงนุช	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form

☒ Attend in person ☐ Proxy

Step 2

Specify the type of shareholder

☐ Thai person ☒ Foreign person / Person without the ID card ☒ Juristic person

Step 3

Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCYJ

⌂ [Cancel OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter [อัปโหลดไฟล์](#)

Upload attachments as specified in the invitation letter [อัปโหลดไฟล์](#)

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

☐ Attend in person ☒ Proxy

Step 2

Specify the type of proxy

☒ Proxy to another person (A) ☐ Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

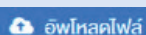
Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at

[เอกสารใบมอบฉันทะ ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4 Proxy to independent director (B)

Step 1

Choose a registration form

☐ Attend in person ☒ Proxy

Step 2

Specify the type of proxy

☐ Proxy to another person (A) ☒ Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director*

Independent Director

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

☒ Agree ☐ Disagree ☐ Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kantong

☒ Agree ☐ Disagree ☐ Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at

[เอกสารใบมอบฉันทะ ข.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

Click the meeting link in the email received from the system.

Step 2

Enter username (email address that you have registered) and password

Step 3

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click "Join Meeting" [Join Meeting](#)
- Agree to the terms and conditions of service by marking ☒ and click "Join Meeting"
- Confirm name and voting rights
- Enter OTP

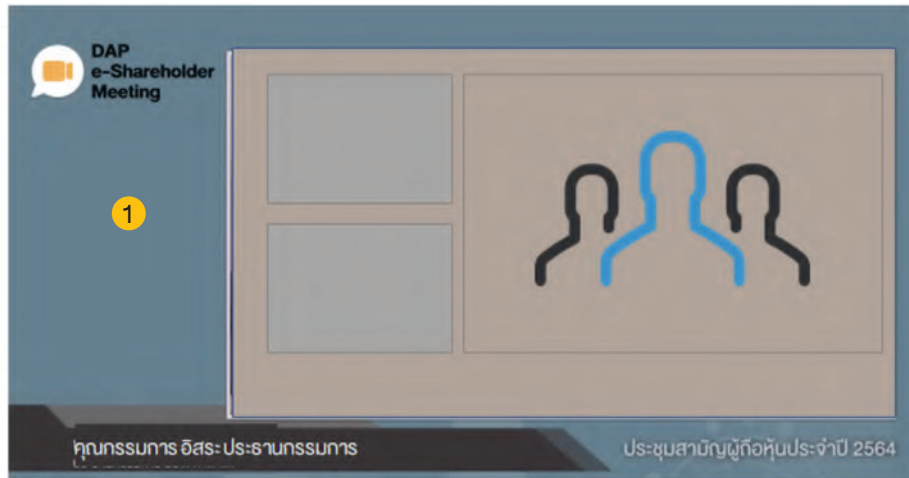
3

Steps of joining the e-Meeting

Meeting Room

Open WebEx

Leave Meeting



Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Send Question or Vote

Submit Vote

Send Question

Q&A 5

Summary voting results 6

Q&A

+ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark :

06 February 2022 14:09

Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3

06 February 2022 14:09

Delete

Completed

Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

e-Question functions



- Agenda
- 1 To acknowledge the overall operation of the Company during 2021
 - 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
 - 3 To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
 - 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Submit Vote

Send Question

Send Question or Vote

Submit Vote

Send Question

During the meeting, shareholders can submit questions in advance:

1. Click "Send Question" **Send Question**
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click "Send Question" **Send Question**

Send Question

Agenda *

Select agenda

Question (Optional)

0/1000

Close **Send Question**

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

Submit Vote

Send Question

Submit Vote

Agenda

To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

☒ Agree All ☐ Disagree All ☐ Abstain All

Shareholder : Mr. A Tester

☐ Agree ☐ Disagree ☐ Abstain

1) Proxy : Mr. B Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

2) Proxy : Mr. C Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

Close

Submit Vote

For each agenda, there are 3 voting options:

"Approve", "Disapprove" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" **Submit Vote**

Shareholders are able to vote only within given time frame.

4

e-Question and e-Voting functions

e-Voting functions

Example of voting results

DAP E-Shareholder Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)

วาระที่ 2 พิจารณานำเสนอและลงมติเห็นชอบและทำรายการงบการเงินปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.0000

e-Summary

■ เห็นด้วย (Agree) 60%
■ ไม่เห็นด้วย (Disagree) 20%
■ งดออกเสียง (Abstained) 20%

การพิจารณาและลงมติ: กระแสเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:

Send Question or Vote Submit Vote Send Question

Q&A Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✓	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✓	
5	Mr. B	✓	

✓ Agenda has voting, Voting Result Summary

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

DAP E-Shareholder Meeting

TEST LISTED
Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

Forgot password

Login

or

New registration

Investor Registration Manual
Recommended Browser: Chrome

There are 2 options to reset your password:

1

Reset password via email

Enter your registered email

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Check your inbox

Email sent success

Please check your email to reset your password

Close

Set new password

Reset password

Email
eservice002@hotmail.com

Password
Password

Confirm password
Confirm password

Submit

2

Reset password via mobile phone number

Click the link to reset password
via mobile phone

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

0 0 0 0 0 0

[Resend OTP](#) (01:22)

Set new password

Reset password

Password
Password

Confirm password
Confirm password

Submit

To download user manual,



DAP e-Shareholder Meeting

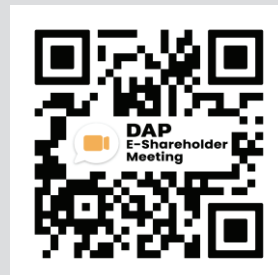


shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:





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