



Shareholder Rights and AGM Guideline

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Shareholder Rights and AGM Guideline

Vanachai Group Public Company Limited and Subsidiaries

Vanachai Group Public Company Limited and its subsidiaries (“the Company” or “Vanachai Group”) recognize that shareholders are the owners of the Company and are entitled to fair, equitable, transparent, timely, and accessible participation in key corporate decisions. The Company is committed to protecting shareholder rights, treating all shareholders equitably, promoting informed decision-making, and ensuring that shareholders’ meetings are conducted in accordance with applicable laws, the Company’s Articles of Association, good corporate governance principles, and requirements of relevant regulatory authorities.

At the organizational level, the Company acknowledges that shareholder meetings are a key mechanism of corporate governance, accountability, transparency, and shareholder engagement. The Company therefore establishes this Guideline to support the effective conduct of the Annual General Meeting of Shareholders, Extraordinary General Meeting of Shareholders, physical meeting, electronic meeting, and hybrid meeting.

This Guideline supports the Company’s Good Corporate Governance Policy, Board of Directors Charter, Nomination and Remuneration Committee Charter, Audit Committee Charter, Information Disclosure Policy, and related governance documents. It provides practical guidance on meeting notice, shareholder access, electronic participation, identity verification, proxy appointment, voting, vote counting, question submission, disclosure of voting results, minutes of meeting, cybersecurity, personal data protection, and contingency planning.

This Guideline is established to define a transparent and auditable operational framework aligned with relevant laws, SET / SEC requirements, good corporate governance principles, and FTSE Russell ESG indicators, particularly GCG19, GCG22, GCG26, and GCG42, which relate to AGM notice period, shareholder voting rights, director appointment and dismissal, one-share-one-vote, and disclosure of voting results.

1) Objectives

This Guideline aims to establish responsible, transparent, secure, and accessible shareholder meeting practices with the following key objectives:

- To protect shareholder rights and promote equitable treatment of all shareholders, including major shareholders, minority shareholders, institutional investors, foreign shareholders, and shareholders attending through proxies or electronic channels.
- To ensure that shareholders can receive sufficient information, attend meetings, ask questions, express opinions, appoint proxies, and vote in a fair, transparent, secure, and accessible manner.
- To provide a practical governance framework for physical shareholders’ meetings, electronic shareholders’ meetings, and hybrid shareholders’ meetings.

- To ensure that meeting notices, supporting documents, voting procedures, voting results, minutes of meeting, and other shareholder-related disclosures are accurate, complete, timely, and traceable.
- To strengthen the Company's governance evidence for FTSE Russell, SET ESG, CGR, AGM Checklist, investor review, and other governance assessments.
- To promote confidence among shareholders, investors, regulators, and stakeholders that the Company conducts shareholders' meetings in accordance with laws, good corporate governance principles, and international investor expectations.

2) Policy Alignment and International Standards

This Guideline has been developed to align with national and international corporate governance standards to ensure that the Company's shareholder meeting practices remain responsible, transparent, accessible, and auditable.

The Company refers to the following key frameworks and standards:

- **Public Limited Companies Act**

Provides the legal foundation for shareholders' meetings, shareholder rights, quorum, voting, meeting notice, minutes of meeting, and shareholder resolutions.

- **Securities and Exchange Act**

Establishes relevant requirements for listed companies, investor protection, disclosure, and securities market governance.

- **Requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission**

Provide requirements and expectations relating to listed company disclosure, AGM documents, Board resolutions, record date, voting results, and public communication.

- **Electronic Meeting Laws and Regulatory Requirements**

Provide requirements for conducting meetings through electronic means, including system reliability, identity verification, meeting records, voting, and compliance with applicable rules.

- **Principles of Good Corporate Governance for Listed Companies**

Emphasize protection of shareholder rights, equitable treatment, accurate disclosure, shareholder participation, and accountability of the Board of Directors.

- **FTSE Russell ESG Indicators**

This Guideline supports evidence traceability for relevant governance indicators, including:

- GCG19 – Number of days between AGM notice date and meeting date
- GCG22 – Shareholders' right to vote on director appointments and dismissals
- GCG26 – Disclosure of voting results

- GCG42 – One share, one vote for company meeting resolutions, where applicable to the Company's share structure.

The Company believes that implementing this Guideline enhances good corporate governance, strengthens shareholder confidence, improves investor-grade disclosure, and supports transparent and accountable shareholder participation.

3) Scope

This Guideline applies to:

- Investor Relations
- Legal and Compliance Function
- Information Technology Function
- Finance and Accounting Function
- Sustainability Function, where ESG disclosures are involved
- External service providers supporting AGM, E-AGM, e-voting, e-proxy, registration, authentication, vote counting, or electronic meeting system operation
- Shareholders' meetings, including Annual General Meeting, Extraordinary General Meeting, physical meeting, electronic meeting, and hybrid meeting
- Processes relating to meeting notice, meeting documents, registration, identity verification, proxy appointment, voting, vote counting, question submission, shareholder communication, minutes of meeting, voting result disclosure, system security, and contingency planning

4) Definitions and References

- **Shareholders' Meeting:** A meeting of shareholders convened in accordance with applicable laws, the Company's Articles of Association, and regulatory requirements, including Annual General Meeting and Extraordinary General Meeting.
- **Annual General Meeting of Shareholders / AGM:** The annual meeting of shareholders held to consider matters required by law and the Company's Articles of Association, such as financial statements, dividend payment, director election, director remuneration, auditor appointment, and other matters proposed by the Board.
- **Electronic Shareholders' Meeting / E-AGM:** A shareholders' meeting conducted through electronic means, allowing shareholders and proxies to attend, ask questions, express opinions, and vote electronically in accordance with applicable laws and regulatory requirements.
- **Hybrid Meeting:** A shareholders' meeting that allows participation both physically at a meeting venue and electronically through an approved or appropriate electronic meeting system.

- **Record Date:** The date determined by the Board of Directors to identify shareholders entitled to attend the shareholders' meeting and exercise voting rights.
- **Proxy:** A person appointed by a shareholder to attend the shareholders' meeting and vote on behalf of the shareholder in accordance with applicable laws and Company procedures.
- **E-Proxy:** Electronic proxy appointment, where legally permitted and made available by the Company, through a secure and verifiable process.
- **Voting Rights:** Rights attached to shares that allow shareholders to vote on meeting resolutions in accordance with applicable laws, the Company's Articles of Association, and share class rights.
- **One Share, One Vote:** The principle that each share carries one vote, where applicable to the Company's share structure and Articles of Association.
- **Voting Results:** Results of votes cast for each agenda item, including approval, disapproval, abstention, and invalid ballots where applicable.
- **Meeting System:** Electronic platform or technology used to support registration, identity verification, attendance, communication, voting, vote counting, recording, and audit trail for electronic or hybrid shareholders' meetings.
- **Personal Data:** Information relating to shareholders, proxies, directors, executives, or other participants that is processed for shareholders' meeting purposes in accordance with applicable personal data protection laws.

5) Governance and Accountability

- **Board of Directors:**
Holds the authority to oversee shareholder rights, equitable treatment of shareholders, meeting format, agenda approval, record date, meeting notice, shareholder participation, voting process, disclosure of voting results, and minutes of meeting. The Board ensures that shareholders' meetings are conducted in accordance with applicable laws, regulatory requirements, good corporate governance principles, and this Guideline.
- **Chairperson of the Meeting**
Conducts the meeting fairly, transparently, efficiently, and in accordance with the agenda, the Company's Articles of Association, applicable laws, and good corporate governance principles. The Chairperson ensures that shareholders have appropriate opportunities to ask questions, express opinions, and vote.
- **Company Secretary**
Serves as the primary owner of this Guideline and is responsible for coordinating shareholders' meetings, preparing meeting documents, supporting regulatory disclosure, coordinating with shareholders and regulators, preparing minutes of meeting, and maintaining relevant records.

- **Investor Relations**

Supports communication with shareholders, investors, analysts, and external stakeholders regarding AGM information, meeting documents, voting results, and relevant public disclosures.

- **Legal and Compliance Function**

Supports compliance with applicable laws, regulatory requirements, Articles of Association, meeting procedures, proxy procedures, voting procedures, disclosure obligations, and data protection requirements.

- **Information Technology Function**

Supports system readiness, cybersecurity, access control, data protection, technical testing, helpdesk support, backup, and contingency planning for electronic or hybrid meetings.

- **Finance and Accounting Function**

Supports meeting agenda items related to financial statements, dividend payment, auditor appointment, audit fees, and other financial matters requiring shareholder approval or acknowledgement.

- **External Service Provider**

External service providers supporting E-AGM, e-voting, e-proxy, registration, authentication, vote counting, or system operation must perform duties in accordance with contractual requirements, applicable laws, service standards, data protection requirements, and the Company's instructions.

This Guideline operates under the Vanachai Governance Framework, which aims to promote transparency, accountability, shareholder participation, and trust across all levels of corporate governance.

6) Commitments and Principles

The Company establishes the following commitments and operational principles to promote shareholder rights and effective AGM governance.

6.1 Governance and Compliance with Regulatory Requirements

- Conduct shareholders' meetings in accordance with applicable laws, the Company's Articles of Association, SET / SEC requirements, and good corporate governance principles.
- Ensure that shareholders' meetings are approved, convened, conducted, recorded, and disclosed through appropriate governance processes.
- Ensure that agenda items, Board opinions, voting requirements, and supporting documents are clear, complete, and sufficient for shareholder decision-making.

6.2 Protection of Shareholder Rights

- Ensure all procurement processes are open, transparent, and auditable.

- Select suppliers based on fairness and avoid conflicts of interest, prioritizing the interests of the Company and its stakeholders.
- Prohibit employees and related parties from soliciting or offering any benefits that could influence business decisions.

6.3 Equitable Treatment and Accessibility

- Respect and protect shareholders' rights to attend meetings, receive information, ask questions, express opinions, appoint proxies, and vote.
- Support shareholders' rights to vote on important matters, including director appointment or re-election, director remuneration, auditor appointment, audit fees, dividend payment, and other matters required by law.
- Provide shareholders with sufficient information in advance of the meeting to make informed decisions..

6.4 Physical, Electronic, and Hybrid Meeting Readiness

- Respect and protect shareholders' rights to attend meetings, receive information, ask questions, express opinions, appoint proxies, and vote.
- Support shareholders' rights to vote on important matters, including director appointment or re-election, director remuneration, auditor appointment, audit fees, dividend payment, and other matters required by law.
- Provide shareholders with sufficient information in advance of the meeting to make informed decisions.

6.5 Transparent Disclosure and Meeting Notice

- Provide continuous training and knowledge development for procurement staff and relevant departments.
- Foster awareness of sustainability, ethics, and accountability in procurement practices.
- Develop skills for assessing ESG risks in the supply chain to enable informed and transparent decision-making.

6.6 Proxy Appointment, Voting, and Vote Counting

- Respect and protect shareholders' rights to attend meetings, receive information, ask questions, express opinions, appoint proxies, and vote.
- Support shareholders' rights to vote on important matters, including director appointment or re-election, director remuneration, auditor appointment, audit fees, dividend payment, and other matters required by law.
- Provide shareholders with sufficient information in advance of the meeting to make informed decisions.

6.7 Cybersecurity, Personal Data Protection, and Contingency

- Regularly review and assess the effectiveness of the Sustainable Procurement Policy.

- Revise procurement processes in response to changes in laws, international standards, and stakeholder expectations.
- Transparently report progress and performance outcomes in the Company's annual Sustainability Report.

6.8 Continuous Review and Improvement

- Review this Guideline periodically to ensure alignment with changes in laws, regulatory requirements, electronic meeting requirements, governance standards, technology, cybersecurity risks, shareholder expectations, and investor expectations.
- Use feedback from shareholders, investors, directors, regulators, service providers, and assessment results to improve AGM practices.

7) Risk, Impact, and Dependency Management

The Company systematically manages risks associated with shareholder meetings and shareholder rights by integrating relevant governance risks into its internal control, compliance, risk management, and business continuity processes.

The risks, impacts, and dependencies associated with matters addressed in this Guideline may include:

- Inadequate or delayed meeting notice that may affect shareholder decision-making.
- Incomplete or unclear meeting documents that may reduce transparency or investor confidence.
- Limited accessibility for shareholders, particularly for electronic or hybrid meetings.
- Identity verification failure or improper proxy verification.
- Voting system error, vote counting error, or inability to verify voting results.
- System disruption or technology failure during electronic or hybrid meetings.
- Cybersecurity incident or unauthorized access to meeting systems.
- Personal data breach involving shareholder or proxy information.
- Insufficient opportunity for shareholders to ask questions or express opinions.
- Failure to disclose voting results or minutes of meeting within the prescribed timeframe.
- Non-compliance with applicable laws, regulatory requirements, Articles of Association, or good corporate governance principles.

Risk management and response measures include:

- Legal and compliance review of meeting procedures and documents.
- System testing before electronic or hybrid meetings.
- Use of reliable and qualified external service providers where applicable.
- Identity verification and proxy verification controls.
- Clear voting procedures and vote counting controls.

- Appointment of responsible persons or independent parties to support vote verification where appropriate.
- Backup systems and contingency procedures.
- Cybersecurity and personal data protection controls.
- Documentation and audit trail for key AGM processes.
- Post-meeting review and improvement planning.

Results of significant risk reviews, system issues, shareholder concerns, or non-compliance matters should be reported to the Board of Directors or relevant functions for corrective action and continuous improvement.

8) Targets and Metrics

The Company establishes targets and performance indicators to monitor the effectiveness of shareholder meeting governance, shareholder rights protection, and AGM transparency.

Short-Term Goals (*Within 1 Year*):

- Establish and communicate the Shareholder Rights and AGM Guideline to relevant functions.
- Review AGM procedures to ensure readiness for physical, electronic, or hybrid meeting format.
- Ensure that meeting documents clearly disclose attendance procedures, identity verification, proxy procedures, voting procedures, vote counting, question submission, and contact channels.
- Conduct system readiness testing before electronic or hybrid meetings where applicable.
- Maintain evidence files for FTSE Russell, SET ESG, CGR, AGM Checklist, and investor enquiries.

Medium-Term Targets (*3–5 years*):

- Improve the accessibility and user experience of shareholders' meetings, including electronic participation where applicable.
- Strengthen integration between Company Secretary, Investor Relations, Legal and Compliance, IT, and external service providers.
- Develop a standardized AGM evidence checklist to support governance assessments.
- Enhance public disclosure of voting results, meeting minutes, shareholder questions, and meeting procedures.
- Review shareholder feedback and AGM assessment results annually for continuous improvement.

Long-Term Targets (*5 years and beyond*):

- Maintain consistent investor-grade AGM governance practices across all meeting formats.

- Strengthen shareholder trust through accurate, accessible, and timely disclosure.
- Achieve strong performance in AGM Checklist, CGR, SET ESG, FTSE Russell, and other relevant governance assessments.
- Maintain robust electronic meeting readiness and business continuity capability.

Key Performance Indicators

Category	Indicators	Monitoring Frequency	Responsible Unit
AGM Notice	AGM notice and supporting documents disclosed within required timeframe	Annually	Company Secretary
Shareholder Access	Meeting procedures support physical, electronic, or hybrid participation where applicable	Each meeting	Company Secretary / IT
Proxy Process	Proxy appointment procedures disclosed clearly	Each meeting	Company Secretary / Legal
Voting Procedure	Voting and vote counting procedures explained clearly before voting	Each meeting	Chairperson / Company Secretary
Voting Results	Voting results disclosed through required channels within prescribed timeframe	Each meeting	Company Secretary
Minutes of Meeting	Minutes prepared and disclosed within prescribed timeframe	Each meeting	Company Secretary
E-AGM Readiness	System testing completed before electronic or hybrid meeting	Before meeting	IT / Service Provider
Cybersecurity	No material cybersecurity incident affecting AGM integrity	Each meeting	IT
Personal Data Protection	No material breach of shareholder personal data	Each meeting	Legal / Compliance / IT
Shareholder Questions	Significant questions and responses summarized in minutes	Each meeting	Company Secretary

Category	Indicators	Monitoring Frequency	Responsible Unit
FTSE Evidence	AGM evidence file maintained for relevant FTSE indicators	Annually	Company Secretary / Investor Relations
Continuous Improvement	AGM feedback and assessment results reviewed	Annually	Company Secretary / Board

9) Shareholder Meeting and Online AGM Responsibility

Recognizing that transparent, fair, and accessible shareholder meetings are key pillars of good corporate governance, the Company promotes responsible and accountable conduct of shareholders' meetings across all formats.

- **Transparent Meeting Preparation**

The Company prepares meeting notices, agenda items, Board opinions, supporting documents, proxy forms, attendance procedures, voting procedures, and contact channels in a clear and timely manner.

- **Electronic and Hybrid Meeting Access**

Where the Company conducts electronic or hybrid shareholders' meetings, the Company provides systems and procedures that support secure registration, identity verification, meeting participation, question submission, voting, vote counting, and disclosure of voting results.

- **Shareholder Questions and Opinions**

The Company provides appropriate channels for shareholders to submit questions in advance and during the meeting. Significant questions and responses should be summarized in the minutes of meeting.

- **Proxy and Independent Director Proxy**

The Company supports shareholders' right to appoint proxies and provides information on independent directors who may be appointed as proxies.

- **Voting Integrity**

The Company ensures that voting rights, voting procedures, vote counting, and voting result disclosure are accurate, transparent, and verifiable.

- **Disclosure and Recordkeeping**

The Company maintains meeting records, voting results, minutes of meeting, attendance records, system logs, and relevant supporting documents to support regulatory compliance and governance evidence traceability.

10) Integration with Corporate Strategy

The Company is committed to integrating shareholder rights and AGM governance into its corporate governance strategy to foster transparency, accountability, investor confidence, and long-term value creation.

10.1) Integration with Corporate Governance Strategy

Shareholder rights and AGM governance are core components of the Company's governance framework. The Company ensures that shareholders' meetings provide an effective platform for shareholders to exercise their rights, receive information, ask questions, express opinions, and vote on important matters.

10.2) Integration with Investor Relations Strategy

Transparent and accessible AGM practices strengthen investor confidence, support constructive engagement with shareholders and investors, and reinforce the Company's credibility in capital markets.

10.3) Integration with Risk Management and Compliance

This Guideline supports the Company's internal control, compliance, and risk management processes by identifying and managing risks related to shareholder meetings, electronic systems, disclosure, voting integrity, data protection, and regulatory compliance.

10.4) Integration with Digital Transformation

Electronic and hybrid meeting readiness supports the Company's digital transformation by enabling secure, accessible, and efficient shareholder participation through appropriate technology.

10.5) Integration with FTSE Russell and ESG Assessment Readiness

This Guideline supports evidence traceability for relevant governance indicators, including meeting notice period, voting rights, director appointment, voting results, one-share-one-vote principle, and shareholder participation.

11) Implementation and Management Tools

- **AGM Planning Checklist**

The Company should maintain an AGM planning checklist covering timeline, Board approvals, record date, meeting notice, agenda items, regulatory disclosure, meeting logistics, service provider coordination, proxy process, voting process, Q&A process, and minutes preparation.

- **E-AGM Readiness Checklist**

For electronic or hybrid meetings, the Company should maintain a readiness checklist covering system testing, identity verification, registration, access control, e-voting, vote counting, Q&A, technical support, cybersecurity, personal data protection, and contingency procedures.

- **AGM Evidence File**

The Company should maintain an evidence file containing Board resolutions, meeting

notice, supporting documents, website disclosure screenshots or records, proxy forms, attendance records, voting results, minutes of meeting, system test records, and other documents required for governance assessment.

- **Voting Result Template**

The Company should use a standardized template for voting results to ensure consistent disclosure of approval, disapproval, abstention, invalid ballots, and total votes for each agenda item where applicable.

- **Minutes of Meeting Template**

The Company should use a standardized minutes template to ensure complete recording of meeting format, quorum, meeting procedures, questions and responses, voting methods, voting results, and resolutions.

- **Shareholder Question Management System**

The Company should maintain a process to receive, categorize, answer, and record shareholder questions submitted before and during the meeting.

- **Service Provider Control Checklist**

Where external service providers are used, the Company should assess service provider capability, system security, service reliability, data protection controls, contingency support, and compliance with applicable laws.

- **Post-AGM Review**

After each shareholders' meeting, the Company should review meeting execution, system performance, shareholder feedback, voting process, disclosure timeliness, and improvement opportunities.

12) Monitoring, Reporting and Transparency

- **Performance Monitoring**

The Company monitors the effectiveness of shareholder meeting processes through indicators such as timeliness of meeting notice, completeness of meeting documents, system readiness, shareholder participation, voting result disclosure, minutes disclosure, and shareholder feedback.

- **Regulatory Disclosure**

The Company discloses Board resolutions, meeting notice, record date, meeting agenda, voting results, and minutes of meeting through required regulatory channels within the prescribed timeframe.

- **Website Disclosure**

The Company discloses meeting notice, supporting documents, voting procedures, voting results, and minutes of meeting on the Company's website within the timeframe required by law and good corporate governance expectations.

- **Reporting to the Board**

The Company Secretary should report key AGM matters, voting results, shareholder questions, significant concerns, assessment results, and improvement recommendations to the Board of Directors as appropriate.

- **FTSE Russell and ESG Evidence Traceability**

The Company should maintain evidence supporting relevant FTSE Russell ESG indicators and other governance assessments, including:

- AGM notice period
- AGM notice and supporting documents
- Meeting agenda
- Record date
- Director election and re-election information
- Director remuneration agenda
- Auditor appointment and audit fee agenda
- Voting rights
- One-share-one-vote principle, where applicable
- Proxy appointment procedures
- E-AGM procedures
- Voting procedures
- Voting results
- Minutes of meeting
- Website disclosure
- Shareholder questions and Company responses, where material

- **Stakeholder Feedback and Engagement**

The Company may gather feedback from shareholders, investors, directors, executives, service providers, and relevant functions to improve shareholder meeting practices.

- **Transparency to Shareholders and Investors**

The Company communicates shareholder meeting information accurately, completely, and transparently to support stakeholder trust and investor confidence.

13) Review and Continuous Improvement

- The Company is committed to continuously reviewing and improving this Guideline to ensure alignment with evolving laws, regulatory requirements, electronic meeting requirements, good corporate governance principles, investor expectations, technology, cybersecurity risks, and international best practices.
- The Company Secretary, in coordination with Legal and Compliance, Investor Relations, Information Technology, Finance, and relevant functions, shall review this Guideline at least every two years, or more frequently when significant changes occur.

The review shall consider:

- Feedback from shareholders and investors
- AGM Checklist results
- Voting results and shareholder questions
- Regulatory changes

- Electronic meeting requirements
- System performance and technical issues
- Cybersecurity and data protection incidents
- Lessons learned from physical, electronic, or hybrid meetings
- FTSE Russell / SET ESG / CGR assessment gaps
- Recommendations from directors, Company Secretary, Legal and Compliance, Investor Relations, IT, Finance, and external service providers

The results of each review should be reported to the Board of Directors or the authorized body for approval where amendments are required.

This Guideline falls under the responsibility of the Company Secretary and will be formally reviewed at least every two years, or more frequently in response to material changes in legal frameworks, regulatory requirements, shareholder expectations, technology, or governance practices.

14) Shareholder Rights and AGM Guideline Revision History

Version	Date	Policy Owner	Approved by	Key Changes / Comments
1.0	10 September 2026	Company Secretary / Corporate Governance Function / Investor Relations / Legal and Compliance Function / Information Technology Function	Board of Directors	First version of the Guideline established to provide a governance framework for shareholder rights, equitable treatment, AGM governance, physical / electronic / hybrid shareholders' meetings, e-proxy, e-voting, shareholder Q&A, voting result disclosure, minutes of meeting, system security, personal data protection, contingency planning, and FTSE Russell / SET / SEC evidence traceability.

This Guideline is approved and issued for acknowledgement and implementation by all relevant parties.