



THAI OPTICAL GROUP PUBLIC CO., LTD.
TAX ID NO. 0107547000044

บริษัท ไทยออปติคัล กรุ๊ป จำกัด (มหาชน)
เลขประจำตัวผู้เสียภาษี 0107547000044

15/5 Moo 6 Bangbuathong-Suphanburi Rd. Laharn, Bangbuathong, Nonthaburi, Thailand 11110
Head Office Tel: (+66) 02 194 1145 to 1150 Fax: (+66) 02 194 1151

15/5 หมู่ 6 ถ.บางบัวทอง-สุพรรณบุรี ต.ละหาร อ.บางบัวทอง จ.นนทบุรี 11110
สำนักงานใหญ่ โทร: 02 194 1145 ถึง 1150 โทรสาร: 02 194 1151

Criteria Requirements for Shareholders to Propose Agenda or Nominate Director Candidate in Advance for the 2024 AGM

Thai Optical Group Public Company Limited (“the Company”) is committed to adhering to effective corporate governance principles and places a high value on active shareholder engagement. In anticipation of the 2024 Annual General Meeting of Shareholders, the Company has laid out specific criteria for shareholders, who wish to submit agenda proposals or nominate director candidates in advance. These criteria are detailed as follows:

Qualifications for the Company's Shareholders:

The Shareholders of the Company shall hold their shares continuously for at least 12 months from the date they intend to propose, and they must also have ownership of these shares on the date of the Annual General Meeting (AGM). To be eligible for proposing agenda items or nominating director candidates, the shareholders shall hold not less than 5 percent of the total voting rights, which may be either owned by a single shareholder or collectively held. Moreover, in the event that the name of such Shareholder on the Record Date does not appear, the Company reserves the right not to propose the agenda to the Shareholders Meeting for consideration. This action can be taken, regardless of whether these items have been included in the notice of the Annual General Meeting of Shareholders.

Proposal for Agenda Items:

Please use the 'AGM Agenda Proposal Form' to propose a single agenda item per form. If you have multiple agenda items to suggest, please duplicate this form for each item. Ensure that every form is fully completed and signed, and attach any necessary supporting documents as specified by the Company. If multiple shareholders wish to jointly propose an agenda item, each shareholder should individually complete the form and sign their name separately. We will collect eligible proposals and present them to the Board of Directors for their consideration in relation to the AGM agenda. If the Board of Directors concurs that the matter is advantageous to the Company or its Shareholders as a whole, it will be included in the AGM agenda.

The Company reserves the right to exclude the following issues from the AGM agenda items.

1. Matters related to the routine operations of the Company that do not give rise to reasonable suspicions of irregularities.
2. Matters required by law for consideration at the AGM, which have been routinely addressed by the Company.
3. Matters that have already been implemented by the Company.
4. Matters that fall outside the Company's authority.
5. Matters that contravene applicable laws, rules, regulations of government agencies, or regulatory bodies, or actions that are not in accordance with the Company's objectives, Articles of Association, and principles of good corporate governance.
6. Matters that Shareholders have previously proposed at the AGM within the last 12 months and received support from less than 10% of total voting rights, provided that there have been no significant changes to the proposals.
7. Any other matters that, in the reasonable judgment of the Board of Directors, are not deemed necessary for inclusion in the agenda. In such instances, the Board will furnish shareholders with an explanation of the rationale behind the omission of these matters from the agenda.

Proposal for Nominating a Directorship Candidate:

To nominate a candidate for the directorship, eligible Shareholders are required to complete the "Candidate for Directorship Nomination Form" and provide supporting shareholder documentation. The candidate must furnish their personal data, curriculum vitae, and any pertinent supporting documents. In cases, where multiple shareholders jointly nominate a candidate, each shareholder should individually complete and sign their own Form. Subsequently, all completed Forms should be collected and submitted as one comprehensive set. The Nomination and Remuneration Committee will carry out a comprehensive due diligence inquiry into the candidate's background and conduct a selection interview. This process aims to ensure the efficiency of the Committee review, prior to making a recommendation to the Board of Directors for their consideration. If the Board of Directors agrees that the nominated candidate meets the necessary qualifications to serve as a director of the Company, the Board will present this candidate as part of the election and appointment of directors' agenda at the Annual General Meeting (AGM).

Please submit proposals in advance to ensure ample time for company review and supporting document delivery via postal mail to;

Thai Optical Group Public Company Limited

15/5 Moo6 Bangbuathong-Suphanburi Road Laharn Bangbuathong Nonthaburi 11110 THAILAND Attention: The Office of Company Secretary

Submission Duration: from 2 October 2023 to 30 December 2023



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AGM Agenda Proposal Form	
Thai Optical Group Public Company Limited Shareholder	
Shareholder Name:	
Current Address:	
Phone number:	
Email address:	
Number of TOG Shares held:	
I would like to propose the agenda of the AGM-Annual General Meeting of Shareholders as follows;	
Subject:	
Objective: <input type="checkbox"/> for acknowledgment <input type="checkbox"/> for consideration	
Details:	
If there is attachment, please indicate number of documents: pages	
I certify that all information and supplementary documents provided and attached are true and correct and I hereby give my permission to Thai Optical Group Public Company Limited to disclose such information and supplementary documents.	
<div style="border: 1px dashed black; width: 150px; height: 100px; margin: 0 auto; padding: 5px;"> Affix a company stamp if any </div>	Signed Shareholder (.....) Date.....

Required shareholder’s evidence:

- 1.The proof of shareholding evidence, such as share certificates issued by securities firms or any other certificates provided by Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, custodians, or securities documents, along with duly authenticated copies by the shareholder.
- 2.If the shareholder is a legal entity, please submit a Juristic Entity's Affidavit issued no more than six months prior. This Affidavit should be certified as a true copy by the authorized director(s), along with their valid identification cards or passports in the case of foreign individuals serving as authorized directors.
- 3.If the shareholder is an individual, please provide a copy of a valid Identification Card or passport in the case of a foreign national.
- 4.If the shareholder undergoes a change in their title, first name, or last name, it is essential to provide a copy of the evidence verifying this change. This document should be certified as a true copy.

Candidate for Directorship Nomination Form	
Thai Optical Group Public Company Limited Shareholder	
Shareholder Name:	
Current Address:	
Phone number:	
Email address:	
Number of TOG Shares held:	
<p>I would like to nominate the following person, who fulfil qualification requirements set out in the Public Limited Companies Act, the Company's Articles of Association, the Company's criteria and does not have characteristics prohibited by the Stock Exchange of Thailand regulations or by the Capital Market Supervisory Board, Thailand.</p>	
The nominee signed below as his/her consent.	
<p>I am Mr./Mrs./Miss/Ms. would like to confirm my consent to be nominated by the Shareholder as stated above. I certify that the supplementary documents are true and correct and give my permission to Thai Optical Group Public Company Limited to disclose such information.</p> <p>Attach candidate's personal data, Curriculum Vitae, support documents and indicate number of documents pages</p> <p style="text-align: right;">Signed Candidate (.....)</p> <p style="text-align: right;">Date.....</p>	
<p>I certify that all information written in this Form, the evidence of the shareholding and the nominee's consent are true and correct.</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="border: 1px dashed black; width: 150px; height: 100px; display: flex; align-items: center; justify-content: center;"> <p>Affix a company stamp if any</p> </div> <div style="text-align: right;"> <p>Signed Shareholder (.....)</p> <p>Date.....</p> </div> </div>	

- Required shareholder's evidence:**
1. The proof of shareholding evidence, such as share certificates issued by securities firms or any other certificates provided by Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, custodians, or securities documents, along with duly authenticated copies by the shareholder.
 2. If the shareholder is a legal entity, please submit a Juristic Entity's Affidavit issued no more than six months prior. This Affidavit should be certified as a true copy by the authorized director(s), along with their valid identification cards or passports in the case of foreign individuals serving as authorized directors.
 3. If the shareholder is an individual, please provide a copy of a valid Identification Card or passport in the case of a foreign national.
 4. If the shareholder undergoes a change in their title, first name, or last name, it is essential to provide a copy of the evidence verifying this change. This document should be certified as a true copy.