

(Translations)

Criteria for Shareholders to Propose Agenda and Director Nominee in Advance for the Annual General Meeting of Shareholders 2022 via Electronic Means (e-AGM 2022)
(From October 1 to December 31, 2021)

Shareholders who are fully qualified in accordance with the criteria, can propose the agenda and the name of director nominee by filling out the following forms;

1. Form for proposed Agenda in the AGM Meeting
2. Proposal Form for Director Nomination
3. Form for Director Nominees Information

And, shareholders can send unofficially electronic forms in advance to Email:

CompanySecretary@thaiopticalgroup.com and, then, deliver the original forms together with supporting documents by December 31, 2021 to the postal address below;

The Office of Company Secretary
Thai Optical Group Public Company Limited
15/5 Moo 6, Bangbuathong-Suphanburi Road,
Laharn, Bangbuathong,
Nonthaburi 11110
THAILAND

The Board of Directors will consider the agenda and the qualifications of nominees before proposing to the AGM. The names of nominees approved by the Board of Directors along with the Boards' opinions will be included in the director nomination agenda. For the names of nominees disapproved by the Boards, the Company will inform to shareholders with the reason of the Board's refusal on the company's website or appropriate communication channels.

Definition

"The Company"	means Thai Optical Group Public Company Limited
"The Board of Directors"	means the Board of Directors of Thai Optical Group Public Company Limited
"Director"	means Directors of Thai Optical Group Public Company Limited
"Agenda"	means Agenda of Annual General Shareholder Meeting of Thai Optical Group Public Company Limited

Criteria for Shareholders to Propose Agenda in the AGM Meeting and Director Nominee

According to the good corporate governance regarding the rights and equitable treatment of shareholders, which allows shareholders to propose the AGM agenda, shareholders who wish to propose the agenda and director nominees must possess qualifications according to the criteria as follows;

1. Being the Company's shareholders which can be either owned by one shareholder or combined
2. Being the Company's shareholders holding a minimum of 100,000 shares (One hundred Thousand shares) which can be either owned by one shareholder or combined with others
3. Must hold those shares according to the criteria No.2 for at least one year continuously before the date that shareholders propose the agenda, and hold those shares until the date of proposing such agenda

Shareholders, who are fully qualified as mentioned above, can propose agenda by submitting the form from available on the Company's website at www.thaiopticalgroup.com. The completed form and all supporting evidences must be delivered to the Company by channels as mentioned above from October 1 to December 31, 2021. The Company Secretary will initially gather and select the documents and propose them to the Board of Directors for consideration. The decision of the Board of Directors is final.

Conditions for consideration of proposals for agenda in the AGM 2022, the Company will consider and propose only the appropriate agenda under the appropriate circumstance. The Company will reserve its right not to propose the following issues in the AGM agenda items:

1. A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the criteria of good corporate governance of the company
2. A proposal that is beneficial to specific person or group
3. A proposal that is beyond the Company's power or control to take action
4. A proposal that shareholders have already proposed in the AGM within the past 12 months, and have a resolution to support votes less than 10% of total voting rights as the fact has not been changed significantly
5. The proposal which information provided is incomplete or incorrect, or from shareholders who are unable to contact
6. The proposal from shareholders who are not fully qualified in compliance with the Company's criteria
7. Any other matters that affect or conflict with the interests of the Company.

Procedure to Proposed Agenda/ The Name of Director Nominee

1. Duration for submission of proposal: From October 1 to December 31, 2021
2. Submission of the proposal: completed the form(s) (i.e. Proposal Form for Agenda to the AGM, and/ or Proposal Form for Director Nomination) as required and then deliver to the Company via channels as mentioned above.

Consideration Procedures

- **The Agenda Proposal.** The proposed agenda which have been approved by the Board of Directors, shall be proposed in the agenda of the Invitation letter to the AGM. And, the Board will comment such agenda as the agenda being proposed by shareholders.
- **The Director Nominee.** The Board of Nomination and remuneration subcommittee will primary considers the proposed director nominee. If the proposed nominee is appropriate, then the said proposed nominee will be proposed further to the Board of Directors' Meeting then his/ her name and CV shall be included as the attached documents in the agenda of director election for consideration in the AGM further.
- **The proposed director nominee has to attend the AGM.**

Qualification of the Director Nominee

1. Reach his/her legal age
2. Being truly qualified and not having any disqualifications under the public limited companies law(s) and the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission
3. The director nominee has to declare the name of company that he/she is presently appointed as director in the form. Also, he/she is not appointed as the director of the rival firm or any business sectors that run the same kind of business as the Company
4. Director nominee shall be considered by the Board of Directors prior before proposing in the AGM
5. Any other information which may need further consideration, the Board shall reserve its right to contact the minority shareholders or their representatives (who proposed the issue) and asking for further more information.

Forms Available for Downloading

1. Form to Nominate Director
2. Form of Curriculum Vitae of Director Nominee
3. Form of Curriculum Vitae of Director Nominee
4. Form to Propose Agenda Item for Annual General Meeting 2022

Form to Nominate Director

Date

Name-Surname of shareholder.....

Address.....

Telephone.....Fax.....

Holding.....shares.

I would like to nominate Mr./Mrs./Miss/Ms.

age.....years who is qualified and does not possess any forbidden qualifications according to the Company's criteria to be elected as the Company's directors. The nominee signed below as his/her consent. The nominee's curriculum vitae and other supporting documents indicating his/her qualifications such as educational backgrounds and working experiences are enclosed, total ofpages.

I certify that all information written in this Form, the evidence of the shareholding, the nominee's consent, and all supporting documents are true and correct.

SignedShareholder

(.....)

Date/...../.....

I am Mr./Mrs./Miss/Ms.

would like to confirm my consent to be nominated by the Shareholder as stated above, affirm that I am qualified and does not possess any forbidden qualifications according to the Company's criteria, and agree to practice in compliance with the Company's good corporate governance.

SignedDirector Nominee

(.....)

Date/...../.....

Remarks:

1. Shareholders is required to enclose following documents;
 - 1.1 evidence of the shareholding i.e. the certificate of shares issued by securities company or any other certificates issued by Stock Exchange of Thailand, or TSD
 - 1.2 In case of natural person shareholder must provide certified copy of Shareholder identification card or certified copy of passport (for foreigner)
 - 1.3 In case of juristic person must provide copy of the company's affidavit and copy of identification card or passport (for foreigner) of the authorised director who signed this Form with his/her signatures on such evidence.
2. In case many shareholders jointly nominate the director, all such shareholders must fill in the "Form to Nominate Director" and signed their signatories and collect the said form together.

Form of Curriculum Vitae of Director Nominee

1. Name-Surname (1) Thai.....(Former Surname).....
(2) English

2. Date of Birth.....Age.....

3. Nationality.....

4. Marriage Status

(1) Spouse's Name.....(Former Surname).....

Date of Birth.....

Nationality

(2) Children's Names

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5. (1) Address of Present Business/Office

Name.....

No.....Soi.....Road.....

Sub-District.....District.....

Province Postal Code

(2) Residential Address

No.....Soi.....Road.....

Sub-District.....District.....

Province Postal Code

Form to Propose Agenda Item for Annual General Meeting 2022

1. I,, the shareholder(s) of Thai Optical Group Public Company Limited, holdingshares, and residing at Road..... Sub-district..... District...../..... Province.....Postcode..... Home phone number.....Mobile phone number..... Work phone numberE-mail address.....

2. I would like to propose the agenda of the Annual General Meeting of Shareholders 2022 as follows; Subject.....

3. Background information, rational and proposal for consideration

4. Supporting documents (if any)pages (documents shall be signed certified and correct)

I certify that all information written in this Form, the evidence of the shareholding, and all supporting documents are true and correct.

SignedShareholder
(.....)
Date/...../.....

Form to propose questions for Annual General Meeting 2022

1. I,....., the shareholder(s) of Thai Optical Group Public Company Limited, holdingshares, and residing at Road..... Sub-district..... District..... Province..... Postcode..... Home phone number..... Mobile phone number..... Work phone number E-mail:

2. I would like to propose the questions for the Annual General Meeting of Shareholders 2022 as follows;

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I certify that all information written in this Form, the evidence of the shareholding, and all supporting documents are true and correct.

SignedShareholder
(.....)
Date/...../.....