

## **Criteria for Shareholders to propose AGM Agenda and Director Nominee in Advance**

### **1. Objective**

According to the good corporate governance, Tirathai Public Company Limited (The Company) intends to appropriately arrange the shareholder's meetings and to be highest efficiency meetings accepted by all shareholders and stakeholders. As well as, all shareholders will be treated equally and will be able to participate in shareholders' meetings.

Granting shareholders, the right to propose an agenda of the annual general shareholders' meeting and director nominee in advance is considered as a part of the Company's Good Corporate Governance with the purpose of equal and fair treatment of all shareholders. The Company has set up the criteria to authorize minority shareholders to propose the agenda and director nominees prior to the meeting which it will ensure that the agenda will be delicately selected and truly beneficial to the company.

### **2. Qualifications of shareholders**

The shareholders who wish to propose the agenda or director nominee must possess the following qualifications:

- 2.1 Holding shares on the Company, either individually or collectively;
- 2.2 Representing, either individual or collective, shareholding of not less than 1% of the Company's total shares.
- 2.3 Having continuous holding period of the shares of not less than the number of share as specified in 2.2 for at least 1 year by the date the shareholder proposes the agenda or the director nominee.

### **3. Proposal of the Agenda**

#### **3.1 The proposal that will not be placed on the Agenda:**

- 1) The proposal that violates to the laws, rules regulation of government agencies or other governing agencies or not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the Company.
- 2) The proposal is beyond the Company's authority to produce the purposed result.
- 3) The proposal that is beneficial for specific person or group.
- 4) The proposal that is regular business operation and the proposer's reference does not indicate any irregularity.
- 5) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting right of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting.
- 6) The proposal that is the power and authority of the board unless it causes the significant affect on the shareholder in general.

- 7) The proposal that the Company has already operated.
- 8) The proposal that information or document shareholders provided is incomplete or incorrect or out of time or those who are unable to contact.
- 9) The proposal that shareholders are not fully qualified according to the criteria.

### 3.2 Consideration Procedure

- (1) The shareholder who possesses qualification according to no.2 of the criteria must submit the “Form of Proposed AGM Agenda” to the Board or send the proposal unofficially via facsimile at 0-2709-3236 or through E-mail: [ir@tirathai.co.th](mailto:ir@tirathai.co.th) before sending the original to the Board.

In this regard, the original with the shareholder’s signature, the evidence of share held, namely the certified letter of the securities company or other evidence of the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, together with support document beneficial for board consideration (if any) must be delivery to the company within **January 31, 2021** to the following address:

**Office of Company Secretary  
Tirathai Public Company Limited  
516/1 Moo 4 Bangpoo Industrial Estate  
Tambon Praksa, Amphur Muang  
Samutprakarn Province 10280 Thailand.**

- (2) In case many shareholders have unified to propose agenda to the Board, the first shareholders must fill the “Form of Proposed AMG Agenda” completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of the “Form of Proposed AGM Agenda” completely and affix their names as evidence separately then gather each of those the “Form of Proposed AGM Agenda”, the evidence of share held, and supporting documents (if any) together into one set proposed to the Board.
- (3) In case one or more than one shareholders propose more than one agenda, the shareholders must fill the “Form of Proposed AGM Agenda” separately (one form per on agenda).
- (4) The proposal approved by the Board along with the Board of Directors’ opinion will be included in the Agenda of the AGM notice. For the proposal disapproved by the Board, the Company will inform the shareholders with reason of the Board’s refusal on the Company’s website and SET’s website.

## 4. **The Nomination of Director**

### 4.1 Director Qualifications

- (1) Having the qualifications under the Section 68 of the Public Limited Company Act. B.E.2535, Securities and Stock Exchange Commission, Thailand, The Stock Exchange of Thailand, the Company’s Articles of Association and the Company’s Good Corporate Governance.

- (2) Must have leadership skills and vision, display utmost integrity, and conduct the business ethically, and should possess good background experienced as well.
- (3) Must be interested in the company businesses and devote sufficient time to the company.
- (4) Must not operate any businesses or become part of any organization that in the same industry of the company including not carrying out businesses in competition with the company.

#### 4.2 Consideration Procedure

- (1) The shareholder who possesses qualification according to no.2 of the criteria must submit the “Form of Proposed Director Nominee in Advance” to the Board or send the proposal unofficially via facsimile at 0-2709-3236 or through E-mail: [ir@tirathai.co.th](mailto:ir@tirathai.co.th) before sending the original to the Board.

In this regard, the original with the shareholder’s signature must be delivered to the Company within January 31, 2021 with the following documents:

- 1.1 The evidence of share held, namely the certified letter of the securities company or other evidence of the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
  - 1.2 The evidence of nominee’s consent.
  - 1.3 Supporting document of candidate’s qualification including the education and work experience.
  - 1.4 Other supporting document beneficial for board consideration (if any)
- (2) In case many shareholders have unified to propose agenda to the Board, the first shareholders must fill the “Form of Proposed Director Nominee in Advance” completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of the “Form of Proposed Director Nominee in Advance” completely and affix their names as evidence separately then gather each of those the “Form of Proposed Director Nominee in Advance”, the evidence of share held, and supporting documents (if any) together into one set proposed to the Board.
  - (3) In case one or more than one shareholders propose more than one agenda, the shareholders must fill the “Form of Proposed Director Nominee in Advance” separately (one form per on agenda).
  - (4) The Nominating Committee will consider the candidate’s qualification to propose to the Board unless the board or the Nominating Committee says otherwise.
  - (5) The name of nominee approved by the Board along with the Board of Directors’ opinion will be included in the Agenda of the AGM Notice. For the proposal disapproved by the Nominating Committee or the Board, the Company will inform the shareholders with reason of the Board’s refusal on the company’s website and SET’s website.