

[Translation]

Policy Criteria for shareholders to propose agenda items and nominate candidates for directorship at the annual general meeting of shareholders By Company Secretary Department	
No.01/2562	
Approved by : Executive Board	
Meeting No. 04/2562	

Objectives

Thai Group Holdings Public Company Limited (“the Company”) commits to constantly operate the businesses in accordance with the principles of corporate governance along with social responsibilities. The Company has taken into consideration the responsibility for all stakeholders under professional ethics framework and code of conducts; the importance of major shareholder’s as well as minor shareholder’s rights and benefits; the transparent and timely information disclosure; and the fairness towards all shareholders.

Allowing shareholders to propose agenda for the shareholder’s meeting and to nominate director in advance is part of the Company’s principles of corporate governance. The Company has defined clear guidelines in ensuring that all agenda items proposed by shareholders are related to the Company’s operations and genuinely beneficial to the Company. Also, the guidelines will assist shareholders to nominate qualified person in accordance with relevant laws and regulations to the Nomination and Remuneration Committee for consideration and proposing to the Board of Director’s as well as shareholder’s meetings.

Guidelines for shareholders to propose agenda for the general meeting of shareholders and to nominate director in advance

(1) Qualifications of Shareholder

The shareholder who would like to propose agenda for the general meeting of shareholders or nominate director must possess the following qualifications:

- ❑ To qualify to submit agenda proposals or director nominations, a shareholder or a group of shareholders collectively submitting such proposal or nominations must, at the time of such submission, hold shares and have the right to vote amounting to not less than five percent of all Company voting rights. Shareholder(s) is requested to provide evidence to confirm the foregoing qualification.
- ❑ Show proof of share ownership, such as certified letter from securities company or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

(2) Proposal of the Agenda

The shareholders with qualifications as specified in (1) can propose the agenda for the general meeting of shareholders by following the procedures below:

- Fill out the “Agenda Proposal Form for the 2020 Annual General Meeting of Shareholders” (Attachment 1)

“The shareholder who proposes the agenda for the general meeting of shareholders must certify all the information and attached documents and state clearly that the documents are accurate and complete and that the Company has the shareholder’s permission to disclose the information or supporting documents.”

- Deliver all the documents to the Company by December 30, 2019 to the address below:

In case of hand delivery by shareholder or other designated person, the documents must be delivered during the Company’s operating hours from 8.30-17.00 hrs. Meanwhile, documents sent via mail will only be accepted if postmarked by December 30, 2018.

Company Secretary Department

**315 Southeast Building 12th Floor,
Silom Road, Silom , Bangrak,
Bangkok. 10500**

Criteria for Evaluating Shareholders’ Agenda Proposal

In order to ensure effective shareholder’s meeting, the Company will use the following criteria to evaluate the shareholders’ agenda proposal:

1. The proposal that is related to the Company’s normal business operations and the shareholder has submitted accurate and sufficient information or supporting documents for the Board of Director’s consideration.
2. The proposal that complies with the laws and regulations of governing agencies, articles of association, shareholder’s resolution and principles of corporate governance and guidelines for business conduct of the Company.
3. The proposal that is beneficial to the shareholders and the Company’s business operation.
4. The proposal that is within the Company’s control.
5. The proposal which the Company’s Board of Directors deem necessary to add to the agenda and
6. The proposal that has been put forward by the shareholder who is qualified as per (1) and that shareholder has acted according to the criteria set forth by the Company.

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The Company's Board of Directors will determine the appropriateness of the agenda proposed by shareholders and such agenda proposal must be in line with (2) 1-6, unless otherwise stated by the Company's Board of Directors. The Company's Board of Director's resolution is considered final.

In case many shareholders propose related agendas, the Company's Board of Directors may combine them into one agenda item.

The proposals which are approved by the Company's Board of Directors along with its opinion will be included as agendas in the notice of general meeting of shareholders. For the proposals which are not approved by the Company's Board of Directors, the Company will inform the shareholder(s) after the Company's Board of Directors' meeting within March 2019 via the Company's website or other appropriate channels.

(3) Nomination of Director for Election in the General Meeting of Shareholders

- All candidates nominates for directorship must satisfy the following conditions:
 1. Meet all the requirements of the Public Companies Act, the Securities and Exchange Act, and the Company's Corporate Governance Policy.
 2. Not be disqualified under the notification of the Capital Market Supervisory Board : Qualifications and Other Prohibited Characteristics of Directors and Executives of Securities Issuing Companies.
 3. Be knowledgeable of the business, capable, honest and upstanding, and promise to conduct the business ethically and devote sufficient time to his or her duties.

The shareholders with qualifications as specified in (1) can nominate a director to be elected in the general meeting of shareholders by following the procedures below:

- A. The shareholder who would like to nominate a director must follow the procedures below:
 - Fill out the "Director Nomination Proposal Form for the 2020 Annual General Shareholders Meeting"(Attachment 2)

"The shareholder who nominates a director to the general meeting of shareholders must certify all the information and attached documents and state clearly that the documents are accurate and complete and that the Company has the shareholder's permission to disclose the information or supporting documents."

- B. The person nominated as a director must complete 2 forms (Attachment 2-3) as follows:
 1. Attachment 2 : Director Proposal Form for the 2020 Annual General Meeting of Shareholders"
 2. Attachment 3 : Applicant's Curriculum Vitae of Director Nominee and Consent Form"

"The director nominee must sign to give consent to be nominated as a director and certify that all the information and attached documents are accurate and complete and the Company has permission to disclose the information or supporting documents."

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- Deliver all the documents specified in A and B to the Company by December 30, 2019 to the address below:

**Company Secretary Department
315 Southeast Building 12th Floor,
Silom Road, Silom , Bangrak,
Bangkok. 10500**

In case of hand delivery by shareholder or other designated person, the documents must be delivered during the Company's operating hours from 8.30-17.00 hrs. All documents sent via mail will only be accepted if postmarked by December 30, 2019.

The Nomination and Remuneration Committee will evaluate the qualifications of the nominees and give opinion to the Company's Board of Directors for further consideration and proposing to the general meeting of shareholders. The Board's resolution is considered final.

The nominees approved by the Nomination and Remuneration Committee and the Company's Board of Directors will be included in the agenda for director election along with the opinion of the Company's Board of Director. For the nominees, who are not approved by the Nomination and Remuneration Committee or the Company's Board of Directors, the Company will inform the shareholder(s) after the Company's Board of Director's meeting within March 2019 via the Company's website or other appropriate channels.

Attachment :

- Attachment 1: Agenda Proposal Form for 2020 Annual General Meeting of Shareholders
- Attachment 2: Director Proposal Form for the 2020 Annual General Meeting of Shareholders"
- Attachment 3: Applicant's Curriculum Vitae of Director Nominee and Consent

Signing the policy proposal	
<p>Signed..... (Mr. Anon Chonmaitree) Company Secretary Department</p>	<p>Signed..... (Mr. Chotiphat Bijananda) Chief Executive Officer</p>

Agenda Proposal Form for 2020 Annual General Meeting of Shareholders

Date _____

First - Last Name of the Shareholder: _____

Address : _____

Telephone : _____

Fax : _____

E-mail : _____

Number of Shares Owned : _____

Agenda Proposed: _____

Objective: [] For Consideration [] For Acknowledgement

Details : [] Have Supporting Documents [] No Supporting Document

I hereby certify that the information and the attached supporting documents are accurate and complete and that the Company has my permission to disclose the information or the said supporting documents.

Sign _____ Shareholder

(_____)

Notes:

Required supporting documents that must be submitted along with the Agenda Proposal Form

1. Proof of share ownership, such as certified letter from securities company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD) or custodian.
2. Proof of Identity
 - Individual shareholder must submit a certified copy of the identification card or passport (for foreigner).
 - Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director, who signs the form on behalf of the company.
3. If many shareholders have unified to propose the agenda(s), all of them must complete the forms, sign their names as evidence and combine all the forms into one set.

Director Nominating Form for 2019 Annual General Meeting of Shareholders

Date _____

First - Last Name of the Shareholder: _____

Address : _____

Telephone : _____

Fax.: _____

E-mail: _____

Number of Shares Owned : _____

I hereby propose that (Mr./Mrs./Ms./.....) _____

be a director nominee of Thai Group Holdings Public Company Limited. The nominee agrees and certifies that the information provided in the “Director Nominating Form and attached supporting documents are accurate and truthful and the Company has the nominee’s permission to disclose the information or supporting documents.

Sign _____ Shareholder
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Notes:

Required supporting documents that must be submitted along with the Director Nominating Form

1. Proof of share ownership, such as certified letter from the securities company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD) or custodian.
2. Proof of Identity
 - Individual shareholder must submit a certified copy of the identification card or passport (for foreigner).
 - Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director, who signs the form on behalf of the company.
3. If many shareholders have unified to nominate a director, all of them must complete the “Director Nominating Form for 2020 Annual General Meeting of Shareholders”, sign their names as evidence and combine all the forms into one set.

Consent Form

I,(Mr. / Mrs. / Ms.) _____ residing at _____ Road,
_____ SubDistrict, _____ District, _____ City/Province,
Telephone Number _____, Fax Number _____,
E-mail address _____, have been nominated as a director of Intouch Holding
Plc by Mr. / Mrs. / Ms. _____

I consent to this nomination and, by my signature below , declare that my qualifications meet all the Company's criteria (specified in Item (3) of Criteria and procedures for shareholders to nominate candidates for directorship) and meet the requirement of all relevant laws and regulations.

I agree to adhere to the Company's Corporate Governance Policy and hereby declare that all the information I have provide in this form and the supporting document is true and correct in every material respect.

Sign _____(Director Nominee)
(_____)

Notes: documents required

1. A signed copy of the candidate' s identification card (or passport information page if the candidate is not a Thai citizen).
2. Applicant's Curriculum Vitae of Director Nominee

Applicant’s Curriculum Vitae of Director Nominee

Whereas I (name-surname),.....
(former name-surname, if any),have been appointed to
be(position).....of the (company’s name).....effective
from(date)....., my background and personal information is as follows :

1. Personal Information

1.1 Citizen ID number or passport number.....

1.2 Nationality (current) Former nationality (if any)

1.3 Date of birthageyear(s)

1.4 Current address.....

1.5 Present occupation / Place of work.....

1.6 Education

1.7 Work experience in the past 5 years (please identify company’s name, job title,
and relevant B.E. year)

1.8 Offence record subject to or pending action or punishment pursuant to the law in
relation to securities and exchange, or derivatives contract, or the law in relation to financial
system (please identify B.E. year of incident, accusation, and the trial
verdict/punishment).....

1.9. Number of shareholding(s) in the company

	Number of shares (Shares)	Percentage of total shares with voting right
I.....		
Spouse Name-surname Former name and surname (if any).....		
Minor Children (Name – Surname / Age) 1. Name.....age.....year(s) 2. Name.....age.....year(s) 3. Name.....age.....year(s)		
Juristic Person(s) as the related persons according to the Notification of the SEC 1. 2. 3.		

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1.10 Number of shares held in the company, its parent company, subsidiary, affiliated company, and other juristic person(s) with potential of conflict of interest of the applicant company or the listed company as of (date)
(please specify details pursuant to the rules of SEC)

1.10.1 Name of companyNumber of holding shares
representing % of total shares with voting right of the company

1.10.2 Name of companyNumber of holding shares
representing% of total shares with voting right of the company

1.10.3 Name of companyNumber of holding shares
representing% of total shares with voting right of the company

(Shareholding stated above shall include those shareholdings of related persons under section 258 of the Securities and Exchange Act)

2. I hereby certify to the Stock Exchange of Thailand that I possess qualifications of management or person who has controlling power in accordance with requirements of the Office of Securities and Exchange Commission Re: Permission Application and Permission for Issuance of Newly Issued Shares, and possess all qualifications as prescribed by the Stock Exchange of Thailand.

Adequate expertise and experience to audit creditability of the financial reports.

I hereby certify that any of the aforementioned information provided to the Stock Exchange of Thailand is correct, complete, and represent the truth in all aspects.

This certificate and my biography are provided on (date).....

Sign.....(Director Nominee)
(.....)