

## **Criteria for the Shareholders to propose Agenda and to nominate persons to be elected as the Company's Directors for the 2022 Annual General Meeting of Shareholders**

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### **Objective:**

Thai Group Holdings Public Company Limited (the “**Company**”) recognizes the importance of treating all shareholders equitably. To enhance Good Corporate Governance, prior to the Annual General Meeting of Shareholders (“**AGM**”), the Company provides opportunities for shareholders to propose issues that they feel are beneficial to the Company for consideration for inclusion in the agenda of the Annual General Meeting of Shareholders, and to nominate qualified candidates for consideration to be elected as the Company Directors, per the following criteria:

### **Criteria:**

#### **1. Entitlement timeline**

December 1, 2021 – January 31, 2022

#### **2. Qualifications of shareholders who wish to propose agenda / to nominate persons**

Must be an individual shareholder or group of shareholders of the Company holding a minimum of five percent of the Company's total voting rights on the date of proposing the agenda / to nominate persons and hold this proportion of shares until the Record Date to determine name of the shareholders entitled the Company's Annual General Meeting of Shareholders.

#### **3. Documents and information for consideration**

With reference to the proposed agenda, the shareholders could find Form A to propose agenda and Form B and Form C to nominate persons to be elected as the Company's Directors as the following details:

- 1) Evidence showing the status of all shareholders jointly proposing an agenda
  - Individual person: copy of the identification card or passport in case of a foreigner or copy of official identification card including certified signature.
  - Juristic person: copy of the affidavit (no exceeding 3 months). If registered abroad, notary public certification is required and certified true copies of the identification cards of the authorized directors (or passports in case of foreign directors).
- 2) Evidence confirming the continuing shareholding of all shareholders such as certified letter of Securities Company, Share Certificate with certified true copy or evidence from Thailand Securities Depository Co., Ltd.
- 3) Name, address and telephone number of the shareholders proposing the matter (in case of more than one shareholder, information of all shareholders must be provided)
- 4) A statement as to whether the matter is proposed for acknowledgement, approval or consideration, together with the purpose and details of the proposed matter as well as beneficial information for consideration at least facts, rational, issues for consideration, expected benefit to the company and the shareholders.
- 5) Additional requirements for nominating a person to be elected as the Company's director
  - (5.1) A written proposal must state the name of the nominated person to be elected as the Company's director and identify his/her consent
  - (5.2) The person making a nomination must submit to the Company a letter of consent from the person nominated to be elected as the Company's director, in which the nominated person's

personal profile (e.g. name, age, nationality, education, IOD training and holding of shares in Thai Group Holding Public Company Limited, working experience (5 years retrospect)), contact address and telephone number along with relevant documents e.g. proof of education, training, employment background must be included, as well as the statement certify that:

- He/she is qualified as prescribed by law and ready to perform the duties in the capacity of the Company's director
- Information and documentary evidence provided are true and accurate. During the nomination process from the date of the letter of consent to the date the company notification of the meeting, he/she will not disclose the nomination to any persons.
- He/she will strictly comply with the selection process of the Company.
- Details of those that has been proposed to be useful to consider such as fact, reason, and other information that the shareholders think that it is essential and should be further clarified.

#### **4. Criteria of the Company for consideration**

##### For proposing the agenda

The company shall consider the proposal in order to fill in only agendas that will be benefit to the Company and all shareholders as appropriate. Thus, the company reserves the right **not filling** in the matters in meeting agenda of Annual General Shareholders' Meeting as follows:

- 1) The qualification of the shareholder is offered not meet the criteria.
- 2) The matter about doing normal business of the company and the shareholder does not show that it is an appropriate reason that should be considered.
- 3) The matter beyond the authority of the company to take action to achieve the results as desired.
- 4) The matter that the shareholder has not complete the information or incorrect or not propose within specified period.
- 5) Issues that do not follow the Company's Objectives, Articles of Association, resolutions of General Meetings of Shareholders and principles of Good Corporate Governance, or which violate applicable laws, rules, regulations of government agencies or relevant regulatory agencies.
- 6) Being the issue that the shareholder used to propose to the General Meeting for consideration during the past twelve months and such issue received supportive resolution with the votes of less than 10% of the amount of the total voting rights of the company except that the information contained in the new proposal has significantly changed from the information already proposed at the previous General Meeting.

##### Nominating persons to be elected as the Company Directors

In the matter of nominating a Director, the candidate(s) must possess all the qualifications as required by the regulating agencies and the applicable laws including their amendments as follows:

- 1) The Public Limited Company Act B.E. 2535 (1992)
- 2) The Securities and Exchange Act B.E. 2535 (1992) and Amendment to the Act (B.E.2551)
- 3) Notification of the Securities and Exchange Commission
- 4) Notification of the Stock Exchange of Thailand

- 5) The Company' Articles of Association and Criteria of the Nomination and Remuneration Committee of the Company

#### **5. Channel for proposing the agenda**

Any shareholder who proposes an agenda along with all documents as specified in No. 3. To complete its consideration, Director must send a proposal and the nominated persons' letter of consent via the registered post by January 31, 2022 to the following address:

Office of Corporate Secretary  
Thai Group Holdings Public Company Limited  
No. 315 Southeast Building, 6<sup>th</sup> floor,  
Silom Road, Silom Sub-district, Bangrak District  
Bangkok, 10500  
Email: [comsec@tgh.co.th](mailto:comsec@tgh.co.th)

#### **6. Considering Process of the Company**

##### Proposing Meeting agenda

The Board of Directors shall consider the matters proposed by the shareholders prior to submitting to the 2022 Annual General Meeting of Shareholders.

##### Nominated persons to be elected as the Company's director

The Company's Nomination and Remuneration Committee shall consider the nominated persons (together with other candidates as the Company finds appropriate) pursuant to the Company's nomination process then propose the qualified persons to the Board of Directors for further requesting approval from the Board of Directors prior to propose the name of such persons to the 2022 Annual General Meeting of Shareholders for further election.

**The Company's decision is considered final** and the Company will announce the results after the Board of Directors meeting in February 2022 on company website.

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**Form to Propose Issues for the 2022 Annual General Shareholder Meeting Agenda**

1. I (Mr./ Mrs./Miss) ..... Nationality.....  
 Residing at ..... Road ..... Sub-district .....  
 District ..... Province ..... Postal Code.....  
 Telephone Number (Home/Office) ..... Facsimile Number .....  
 Mobile Number ..... E-mail .....
2. Being the Shareholder of Thai Group Holdings Public Company Limited dated....., holding..... shares.
3. I would like to propose the agenda for the Annual General Shareholders' Meeting of the year as follows: Subject:.....
4. Information for considering the proposed agenda:
  - (4.1) Fact .....
  - (4.2) Objective / Reason .....
  - (4.3) For acknowledgement / For consideration / For approval .....
  - (4.4) Documentations to support the above proposal .....pages in total.

I certify that all information mentioned above and supporting documents attached herewith are true and correct in every respect. I hereby agree that the Company may disclose such information and evidences and affix my signature as evidence below

.....  
 Shareholder's Signature  
 (.....)  
 Date ..... / ..... / .....

**Remarks:** 1. The Shareholder must enclose the following evidences to support the consideration.

- 1.1 The evidence of shares held as of the date of proposal such as the certificate of shares held from securities companies or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD).
- 1.2 Evidence of Identification:
  - In case the shareholder is an individual, certified copy of identification card or passport (in case of the foreigner) must be enclosed.
  - In case the shareholder is a juristic person, certified copies of the company's affidavit and identification cards or passports (in case of the foreigner) of the authorized directors who signed this proposal must be enclosed.
2. In case the shareholder has his/her title, name or surname changed, certified copy of evidence of those changes must be enclosed.
3. In case many shareholders have unified to propose the agenda, all shareholders must individually fill in Form A and gather those Form A into one set before submitting to the Company.

**Form for Nomination of a Candidate for the Board of Directors of the Company**

1. I (Mr./Mrs./Miss)..... Nationality .....
- Residing at ..... Road ..... Sub-district .....
- District ..... Province ..... Postal Code .....
- Telephone Number (Home/Office) ..... Facsimile Number .....
- Mobile Number ..... E-mail .....
2. Being the Shareholder of Thai Group Holdings Public Company Limited dated ....., holding..... shares.
3. I would like to nominate (Mr./Mrs./Miss) ..... as a candidate to be a director of Thai Group Holdings Public Company Limited at the Annual General Meeting of Shareholders and the said candidate has given consent to my nomination. I certify that all information mentioned above and other supporting documents attached herewith are true and correct in every respect.

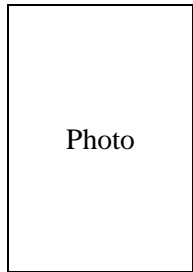
I hereby agree that the Company may disclose such information and evidences and affix my signature as evidence below.

..... Shareholder's Signature  
(.....)  
Date ..... / ..... / .....

Remarks : 1. The Shareholder must enclose the following evidences to support the consideration.

- 1.1 The evidence of shares held as of the date of nomination such as the certificate of shares held from securities companies or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD).
- 1.2 Evidence of Identification:
  - In case the shareholder is an individual, certified copy of identification card or passport (in case of the foreigner) must be enclosed.
  - In case the shareholder is a juristic person, certified copies of the company's affidavit and identification card or passport (in case of the foreigner) of the authorized directors who signed this proposal must be enclosed.
- 1.3 Form of Personal Information of a Candidate Nominated for the Board of Directors (Form C)
2. In case the shareholder has his/her title, name or surname changed, certified copy of evidence of those changes must be enclosed.
3. In case many shareholders have unified to propose the person to be considered and elected as the Director, all shareholders must individually fill in Form B and gather those Form B into one set before submitting to the Company.

**Form of Personal Information of a Candidate Nominated for the Board of Directors**



1. Name – Surname .....
2. Nationality ..... Date of Birth ..... Age ..... years
3. Residing at ..... Road ..... Sub-district .....  
District ..... Province ..... Postal Code .....  
Telephone number (Home/Office) ..... E-Mail .....
4. Education .....
5. Training from the Thai Institute of Directors .....
6. Current Occupation/Position/Office .....
7. Current Directorship in Other Company .....
8. 5 Years Previous Working Experience .....
9. Shareholding in Thai Group Holdings Public Company Limited, holding ..... shares  
Name of Spouse ....., holding ..... shares  
Name of Children 1. .... Age ..... years, holding ..... shares  
2. .... Age ..... years, holding ..... shares  
3. .... Age ..... years, holding ..... shares

10. Having direct and/or indirect interests as the party in the Company, subsidiaries, associated companies and related companies (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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11. Having direct and/or indirect interests in the Company, subsidiaries, associated companies and related companies such as shareholding, being a partnership, or being a direction of the Company which operates the same nature of business as and is in competition with the business of the Company (Please specify) .....

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I (Mr./Mrs./Miss)....., consent that my name is proposed to be considered and elected as a director of Thai Group Holdings Public Company Limited. I hereby certify that I have appropriate and complete qualification according to the rules of the Company and sign this document as evidence.

Signed.....The Person whose Name is Proposed  
(.....)  
Date \_\_\_\_/\_\_\_\_/.....