

**Criteria for the rights of Shareholders  
to propose Agenda and Director nominee in advance  
For Annual General Meeting of Shareholders in the year 2022  
Thantawan Industry Public Company Limited**

**1. Objective:**

Thantawan Industry Public Company Limited has defined clearly and transparency Criteria for shareholders to propose General Meeting of Shareholders and nominate candidates as Director's election in advance, according to Good Corporate Governance with concreteness result. To demonstrate how to treat all shareholders equally. This helps refine the agenda to be truly beneficial to the Company and the selection of individuals qualified to the Director of the Company.

**2. Definition:**

"Company"	refer to	Thantawan Industry Public Company Limited
"Board"	refer to	Board of Directors of Thantawan Industry Public Company Limited
"Director"	refer to	Director of Thantawan Industry Public Company Limited
"Agenda"	refer to	Agenda of Thantawan Industry Public Company Limited for the 2022 Annual General Meeting of Shareholders

**3. Qualification of Shareholder:**

Shareholders, who wish to propose agenda and/or Director Nominee of the Company, need to be qualified as the following detail:

- 3.1 Being shareholder of the Company as of the date proposed to the agenda of the General Meeting of Shareholders and/or Director Nominee of the Company either single or combination of shareholders.
- 3.2 Shareholding or altogether is not less than 5% of total voting rights of the Company (approx. 4,499,984 shares) and hold continuously from the date of holding until the date of proposing agenda for the meeting, not less than 12 months.

**4. Proposal of agenda:**

The Board of Directors will consider the suitability of proposal agenda and no appearance as:

- 4.1 Violate applicable law, Announcement, Rule & Regulation of Government agencies or agency to oversee the Company or not in compliance with objectives, regulations, resolution of Shareholder's meeting, Good Governance of the Company, Ethics and Code of Business conduct.
- 4.2 For the power of Board of Directors Management, unless it causes significant effects to shareholders in general.

- 4.3 Any matters that are beyond the control of the Company, will operate as requested.
- 4.4 The shareholder used to offer the General Meeting of Shareholders for consideration during the past two years with resolution support voting, less than 10% of the total shares from voting rights of the Company. Unless the facts of next presentation will change significantly from the facts whilst presented to the previous meeting.
- 4.5 For any benefit of particular person or group.
- 4.6 Relating to normal business operation of the Company and/or implementation.
- 4.7 Other issues that the Board of Directors deem unnecessary to be included to the agenda, can explain to the shareholders appropriately.
- 4.8 The shareholders' proposals are not fully qualified as specified in section 3.
- 4.9 Information provided by the shareholders, Documents are incomplete, incorrect or unable to contact.
- 4.10 Shareholders propose agenda after setting time period in advance.

**5. Proposal of Director Nominee:**

The Board of Directors will take consideration to Director Nominee of the Company with qualification and no prohibition as:

- 5.1 Being fully qualified and not be prohibited under the rules of:
  - Public Company Act
  - Securities and Exchange Act
  - Office of the Securities and Exchange Commission
  - Stock Exchange of Thailand
  - Company's Articles of Association
  - Company's Good Corporate Governance principles
- 5.2 Having knowledge with skill can be beneficial to the Company's business and good track record.
- 5.3 Never be discharged from Director, Manager or Authorized Management person.
- 5.4 A person who is interested in Company's business and devoted sufficient time to the Company. Being able to regularly attend the Directors' meeting, study meeting agendas in advance and productively participate in the meeting in a straightforward manner. Do not act in any manner to executive or management in the Company, in the action that undermine the benefits of the Company or the benefits to person than any other entity. Whatever is done for the benefit of themselves or others.
- 5.5 Position as Director in companies listed on the Stock Exchange of Thailand (SET) is not over than 5 companies.

## 6. Procedures / Consideration:

### 6.1 Proposal of Agenda

- (1) To propose by Shareholders with fully qualification as specified in section 3.
- (2) To arrange Agenda's proposal to the Board of directors by using "Form of Agenda's proposal for the 2022 Annual General Meeting of Shareholders" (Form A) together with related supporting documents.
- (3) In case several shareholders have fully qualification as specified in section 3 and propose altogether with the agenda for General Meeting of Shareholders. All shareholders will need to fill in a single form mutually "Form of Agenda proposal for the 2022 Annual General Meeting of Shareholders" (Form A) along with all signatures and attachment of all relevant completely documents, as defined and gather to the same set for sending to the Company.
- (4) Company Secretary will collect/review documents which mainly based on preliminary, prior gathering to propose the Board of Directors. To determine the suitability and accuracy in accordance with the agenda of the Shareholders. The resolution of the Board of Directors shall be deemed as final.
- (5) The proposal approved with opinion by the Board of Directors will be included to the Agenda of General Meeting of Shareholders. For proposal disapproval, will inform to the meeting with clarify reason.

### 6.2 Nomination of Director

- (1) To propose by Shareholders with fully qualification as specified in section 3.
- (2) To propose a Nominate person for election as Director to the Board of Directors by using "Form of Director nominee for the 2022 Annual General Meeting of Shareholders" (Form B) and "Resume of Director Nominee" (Form C) together with related supporting documents as follows;
  - The evidence of ownership of shares held, i.e. certificates of shares held issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company limited or SET;
  - The nominee's written consent to the nomination;
  - The nominee's qualification document, i.e. education and work experience and any supporting documents which will be beneficial to the Board's consideration (if any);
- (3) In case several shareholders have fully qualification as specified in section 3 and propose altogether as Director for consideration. All shareholders will need to fill in a single form "Form of Director nominee for the 2022 Annual General Meeting of Shareholders" (Form B) along with all signatures and attachment of all relevant completely documents, as defined and gathered to the same set for sending to the Company.

- (4) Company secretary will consider information accuracy and qualification of Director Nominee, also to follow with Company procedure and propose the Board of Directors for consideration, prior to propose in the meeting respectively.
- (5) For Director Nominee approval by the Board of Directors, will be recruited to the agenda of the Annual General Meeting of Shareholders. Disapproval of Director Nominee, will notice to the Shareholders with clarify reason through Company's website or other disseminations as appropriate.
- (6) The Board of Directors will consider a proposal of Shareholders as appropriate. The resolution of the Board of Directors shall be deemed as final.

**7. Channel for shareholder's proposal:**

7.1 To send an original document to include in "Form of Agenda Proposal for the 2022 Annual General Meeting of Shareholders" (Form A), also "Form of Director nominee for the 2022 Annual General Meeting of Shareholders" (Form B) and "Form Resume of Director Nominee" (Form C) including other evidence in written to the Board of Directors' consideration. By Registered mail within November 30, 2021 (based on the post office date stamp to designated destination) and sending to:

Attention:

Company Secretary  
Thantawan Industry Public Company Limited  
123 Suntowers Building A, 32<sup>nd</sup> Floor  
Vibhavadi-Rangsit Road, Chompon  
Chatuchak, Bangkok 10900

7.2 For further information, please contact the Company Secretary, Telephone number 02-273-8333 ext.

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