

## **The Criteria for shareholder right for propose agenda and Nominate Candidate for Directorship For the Annual General Meeting for the year 2021**

### **Objective**

In order to promote the corporate good governance of The T. Krungthai Industries Public Company Limited (the “Company”), the Company determine to create the best of the Company’s corporate good governance based on ethic, moral and transparence so that the shareholders and stakeholders can be properly, fairly and firmly benefited.

Granting shareholders the right to propose an agenda for and in advance of the annual general shareholders’ meeting is considered part of the Company’s Good Corporate Governance with the purpose of equal and fair treatment of all shareholders. The Company would like to consider and grant the shareholders the right to propose an agenda for annual general shareholders’ meeting subject to the criteria that were set up by the Company.

### **Principles**

#### **1. Qualification of shareholder**

A shareholder or several shareholders holding the Company’s share not less than five percent of the Company’s total shares eligible to vote.

#### **2. Proposal of the agenda and Procedures for consideration**

2.1 The shareholder who possesses qualification according of the criteria can submit “Form the Proposed Agenda to the Shareholders’ Annual General Meeting for the year 2021” sign the form and attach evidential documents as stated in this Criteria by Company.

2.2 Where several shareholders together propose items for inclusion in the Agenda of Annual General Meetings of Shareholders, each shareholder must complete and sign “ Form the Proposed Agenda to the Shareholders’ Annual General Meeting for the year 2021” and attach documents as stated in the form and compile all the document into one document.

2.3 Where several shareholders acting together propose items for inclusion in the Agenda of Annual General Meetings of Shareholders, such shareholders are requested to designate one of their number as representative of the group of shareholders for purposes of communicating with the Company and the Company’s communicating with this representative shall be deemed tantamount to its having communicated with each and every shareholder signing the abovementioned forms.

2.4 The Board of Directors shall reserve its right **not** to place the following matters as meeting agendas;

2.4.1 Matters conflicting with the law or with any relevant regulations, announcements, etc. of government or other supervisory bodies or that are in conflict with the Company’s corporate object, Articles of Association, or resolutions of shareholders’ meetings of the Company’s rules of corporate governance.

2.4.2 Matters benefiting only or mainly one individual or group of individuals.

2.4.3 Matters that are the exclusive preserve of the Board of Directors, except where the interest of

shareholders as a whole are jeopardized.

2.4.4 Matters that the shareholders have already proposed to the shareholders' meeting for consideration over the past 12 months and received the supporting votes of less than 10% of the total voting rights, except that the fact pertaining to the resubmission has significantly changed from that of the previous shareholders' meeting.

2.4.5 Matters beyond the Company's power to perform.

2.4.6 Matters presented by shareholders not completely in accordance with Clause 1.

2.4.7 Matters presented by shareholders where information is incomplete or incorrect or it has not proved possible to contact the shareholders or matters fails to propose in a specified period.

2.5 The Company Secretary will gather all documents and present them to the Board of Directors for their consideration at the next Board meeting.

#### 2.6 Consideration procedures

The Board of Directors will consider the Meeting agenda by the shareholders whether the proposals are significant and beneficial to the Company's business operation. If the Board of Directors agrees with the appropriateness of the proposals, the Board will put those proposals in the Meeting agenda remarked as "Agenda from Shareholders".

In the case that the Board of Directors considers the proposals inappropriate to be included in the Meeting agenda, the Company will report those incidents to the shareholders' meeting.

### 3. Proposal of qualified candidate for director position and Procedures for consideration

3.1 The shareholder who possesses qualification accordance with Clause 1.

3.2 The shareholder write; "Form the Proposed Qualified Candidate for Director Position form Annual General Meeting for the year 2021" and "Resume of Proposed candidate for Director Position" and "Letter of Consent from the Nominated Candidate for Directorship"

3.3 Where several shareholders together nominate candidate for appointment as Director, each shareholder must complete and sign a "Form the Proposed Qualified Candidate for Director Position form Annual General Meeting for the year 2021" and attach certified true copy of evidential documents as stated in the form and compile all the document into one document.

3.4 Where several shareholders acting together nominate candidates for appointment as Director, such shareholders are requested to designate one of their number as representative of the group of shareholders for purposes of communicating with the Company and the Company's communicating with this representative shall be deemed tantamount to its having communicated with each and every shareholder signing the abovementioned forms.

3.5 Candidates nominated for appointment as Director must have the **qualifications** following;

3.5.1 Candidate must have the qualifications in compliance with related laws and regulations as follows:

Securities and Stock Exchange Commission, Thailand, The Stock Exchange of Thailand, The Public

Company Limited Act B.E. 2535, The Company's Memorandum of Association

3.5.2 The Director shall be a person of knowledge, ability, integrity and business ethics.

3.5.3 The Director shall be able to dedicate times for the Company adequately and sufficiently.

3.6 The Company Secretary will gather all documents and present them to the Remuneration and Nomination committee to consider in prior to submission to the Board of Directors.

#### 3.7 Consideration procedures

Candidates approved by the Board will be proposed under the Agenda item "Appointment of Directors" together with the Board's opinion in the letter of invitation calling the meeting, mentioning the fact that the candidate (s) has or have been nominated by shareholders.

In the case of candidates who are not approved by the Board the ordinary meeting of shareholders will also be informed.

#### 4. Channels for submitting documents

Shareholders should send the forms together with relevant documentary evidence properly completed to channels the following.

4.1 Email: investor@tkrungthai.com, and sending the original document to the Company via post;

4.2 Fax: No. 02-212-4864 being sent to the attention of "Investor Relation Center";

4.3 Registered mail by being delivered to the following address (The stamped postal date being decisive):

<p>Investor Relation Center T.Krungthai Industries Public Company Limited 23 Soi Chan 43 Yak 21 Tungwatdon, Sathorn, Bangkok 10120</p>
--

**5. Period for Submission of Document :** From 30 October 2020 to 29 January 2021