

## Criteria and Procedures for Shareholders to Propose Agenda and to Nominate Director

### Srisawad Corporation Public Company Limited

#### 1. Objectives

Srisawad Corporation Public Company Limited recognizes the importance of rights and equal treatment of shareholders as part of good corporate governance. The Company is providing an opportunity for shareholders to propose agenda items and to nominate candidates for directorship in advance of the shareholders' meeting in accordance with the Company's criteria and procedures.

#### 2. Qualification of Shareholders who may propose agenda items or nominate candidates for directorship:

2.1 Being the shareholder of the Company which can be either one or several shareholders combined;

2.2 Must hold proportion of not less than 5% of total voting shares, and the shares must be continuously held for at least 6 months by the date that the shareholders propose the agenda item and/or nominate director candidates.

#### 3. Criteria and procedures for proposing the agenda.

3.1 The Board of Directors reserve the rights to not place the following items on the agenda:

- (1) Items proposed by shareholders whose qualification does not meet the criteria in 2 above;
- (2) Items pertaining to the Company's ordinary business that refers to information that may imply irregularities by the Company without sound evidence;
- (3) Items that are beyond the control of the Company;
- (4) Items that violates the law, notification, rules, regulations of government agencies or other governing agencies;
- (5) Items which have been proposed to the shareholders' meeting within the past 12 months and which received supporting votes of less than 10% of total voting shares, unless and the information and facts of the proposed item have changed significantly.
- (6) Items that are not beneficial to the Company's business.

#### 3.2 Consideration Procedure

- (1) The shareholder who has qualification as specified in 2. must complete the attached "Form for Proposal of Agenda of Shareholders' Annual General Meeting", sign and attach the required

documents as specified in the form by using one form for one proposed agenda, and send to the Company between November 13<sup>th</sup>, 2020 to December 30<sup>th</sup>, 2020 at the following address:

To Company Secretary Srisawad Corporation Public Company Limited 99/392 Srisawad Building, 6 <sup>th</sup> Floor, Cheang Wattana Road, Thung Song Hong, Laksi Bangkok 10210
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- (2) The Company Secretary will screen each submission and inform the shareholder in case of incomplete information before submitting to the Board of Director for consideration to propose to the Shareholders' Meeting. The consideration by the Board of Director shall be final.
  - (3) The agenda which passed the resolution of the Board of Director will be proposed to the Annual General Meeting of Shareholders in the invitation letter.
4. Criteria and procedures for nominating a candidate for Directorship
- 4.1 Qualification of the Directorship candidate
- (1) The person should have the qualifications and non-prohibited characteristics according to Public Company Act, Securities and Exchange Act, Bank of Thailand, the Articles of Associations and Corporate Governance of the Company.
  - (2) The person should be knowledgeable, capable, honest, and ethical, and should be able to devote sufficient time to the Company.
  - (3) The person must not be involved in any business of similar nature with the Company, or any business that is a competitor of the Company, for either self or other persons' interests.
- 4.2 Procedures to consider the submission of candidate for Directorship
- (1) The shareholder who has qualification as specified in 2. must complete and submit the attached "Director Nomination Form" and the nominee's consent to the nomination shall be signed by the nominee. The Director Nomination Form, along with the required documents as specified in the Director Nomination Form, shall be sent to the Company between November 13<sup>th</sup>, 2020 to December 30<sup>th</sup>, 2020 at the following address:

To  
Company Secretary  
Srisawad Corporation Public Company Limited  
99/392 Srisawad Building, 6<sup>th</sup> Floor,  
Cheang Wattana Road, Thung Song Hong, Laksi  
Bangkok 10210

- (2) The Company Secretary will initially review the submission for errors and inform the shareholder in case of incomplete information before submitting to the Nomination and Remuneration Committee to propose to the Board of Directors for consideration. The consideration by the Board of Director shall be final.
- (3) The qualified nominee as considered by the Board of Directors will be proposed to the Annual General Meeting of Shareholders in the invitation letter.

**Form for Proposal of Agenda of Shareholders' Annual General Meeting for the year 2021**

(1) I, (Mr./Mrs./Ms.).....,being the shareholder of Srisawad Corporation Plc., account id. ....holding.....shares, residing at.....Soi.....Road.....District..... Province.....Post Code.....Tel.....Fax..... E-mail (if any).....

(2) I would like to propose the agenda of shareholders' meeting as follow:

Proposed matter             For Information         For Consideration         For Approval

.....  
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Reason and details as follow:

.....  
.....

Support documents and information total .....pages.

I certified that all information in this form, evidence of shares held, and the other support documents are correct, and allow the Company to disclose such information as supporting evidence, as evidenced by the signatory below.

.....Shareholder  
(.....)  
Date.....

Enclosed documents for consideration:

1. Evidence of shares held include copy of share certificate or statement of shares held in the Company issued by the Securities Company or other any other certificate from the Stock Exchange of Thailand or Thailand Depository Co., Ltd.
2. Copy of identity card or passport (in case of foreigner) with signature certifying "true copy" in case of individual shareholder, and copy of the company's affidavit, copy of identity card or passport (in case of foreigner) of the authorized person with signature certifying "true copy" in case of a corporation shareholder.
3. In case the proposal of agenda made by more than one shareholder, each shareholder is required to fill in the form with his/her signature and documents. Then the forms should be gathered into one set and submitted to the Company.
4. In case of changes in title, first name, or last name, please attach a copy of the official evidence with signature certifying "true copy".

Director Nomination Form

(1) I, (Mr./Mrs./Miss)....., being the shareholder of Srisawad Corporation Plc., account id. ....holding.....shares, residing at.....Soi.....Road.....District..... Province.....Post Code.....Tel.....Fax..... E-mail (if any).....

(2) I would like to nominate (Mr./Mrs./Ms.)..... who is fully qualified in accordance with the criteria to nominate the director No.4.1 of the Company and the nominee has signed below as evidence of his/her consent to be appointed as director, and together with curriculum vitae and other support documents. I certify that all information given in this Form including the evidence of shares held, the evidence of consent and other supporting documents are correct, and allow the Company to disclose such information as supporting evidence, as evidenced by the signatory below.

.....Shareholder  
(.....)  
Date.....

(3) I, (Mr./Mrs./Ms.)....., the candidate for Directorship nomination, consent and certify that I am fully qualified without any prohibited conditions in accordance with the Company's criteria number 4.1 . I have enclosed the evidence of qualification and other supporting documents and certified "true copy" totaling..... pages as evidenced by the signatory below.

.....Candidate's Signature  
(.....)  
Date.....

Enclosed documents for consideration:

- 1. Evidence of shares held include copy of share certificate or statement of shares held in the Company issued by the Securities Company or other any other certificate from the Stock Exchange of Thailand or Thailand Depository Co., Ltd.

2. Copy of identity card or passport (in case of foreigner) with signature certifying "true copy" in case of individual shareholder, and copy of the company's affidavit, copy of identity card or passport (in case of foreigner) of the authorized person with signature certifying "true copy" in case of a corporation shareholder.
3. In case the nomination of director made by more than one shareholder, each shareholder is required to fill in the form with his/her signature and documents. Then the forms should be gathered into one set and submitted to the Company.
4. In case of changes in title, first name, or last name, please attach a copy of the official evidence with signature certifying "true copy".
5. The qualification evidence of the candidate for directorship nomination include curriculum vitae, educational background, experiences, qualifications, name of other companies which the candidate serves as director or management, number of the Company's shares held, other related interests with the Company and its subsidiaries or conflict of interests person, address and other information to be provided to the Nomination and Remuneration Committee for further consideration