

## **Criteria for shareholders to propose agenda and to nominate the candidate to be elected as directors for the 2023 Annual General Meeting of Shareholders**

### **Section 1: Objective**

Pinthong Industrial Park Public Company Limited (“The Company”) places importance on the right of shareholders and the equitable treatment of shareholders. The Company has set up the criteria to ensure clarity and transparency of the procedures to allow shareholders to propose the meeting agenda and to name director candidates for an annual general shareholders’ meeting.

### **Section 2: Definition**

“The Company” means Pinthong Industrial Park Public Company Limited.

“Board” means Board of Directors of Pinthong Industrial Park Public Company Limited.

“Agenda” means Agenda of the Annual General Shareholders’ Meeting (AGM) of Pinthong Industrial Park Company Limited.

“Executive Director” means a director who is also a member of the management team.

### **Section 3: Qualification of Shareholders to Propose the Agenda and Director Candidates**

The shareholders who wish to propose the agenda or a director candidate must be the Company’s shareholders holding minimum shares of 0.05 percent of total paid-up share capital either by one or several shareholders combined. And, Shareholders must have held those shares continuously for at least 12 months by the date the shareholders propose the item on the agenda.

### **Section 4: Proposal of the Agenda**

#### **4.1 Procedure to Propose the AGM Agenda**

The shareholder who possesses qualifications according to Section 3 must submit the signed form of Agenda Proposal for the Annual General Meeting of the year 2023 to the Company within the prescribed timeframe.

#### **4.2 Proposal that will not be placed on the Agenda**

In order to create the effect of the AGM, the Company reserves its right not to include the following matters in the agenda of the AGM;

(1) Matters prescribed in the second paragraph of Section 89/28 of the Securities and Exchange Act (no. 4) B.E. 2551 as follows:

- A proposal that is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
- A proposal that is beyond the company's power to produce the proposed result;
- A proposal that was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining to resubmission has significantly changed from that of the previous shareholders' meeting;
- Any other cases as specified in the notification of the Capital Market Supervisory.

(2) A proposal that violates the law, rules and regulations of government agencies or other governing agencies or does not comply with the objective, the articles of association, the shareholders' resolution, or the good corporate governance of the company;

(3) A proposal that is beneficial for a specific person or group;

(4) A proposal that is the power and authority of the Board unless it has significant impacts on the shareholders in general; and

(5) A proposal that the Company has already implemented.

## **Section 5: Nomination of Directors**

### **5.1 Procedure to Recommend Director Candidates**

The shareholder who possesses qualifications according to Section 3 must submit the signed form of Director Nomination for the Annual General Meeting of the year 2023 to the Board together with the evidence of the candidate's consent and supporting documents of the candidate's qualifications including the education and work experiences (Curriculum Vitae) within the prescribed timeframe.

### **5.2 Director Qualifications**

The candidates for director nominees should possess the following qualifications.

(1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

(2) Being knowledgeable, capable, independent and dedicated with the ability to perform the director's duties with care and loyalty. Candidates should be able to attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner.

(3) Having the knowledge in the following fields: the industry, accounting & finance, business management, business strategy, corporate governance and laws.

#### **Section 6: Submission of Proposal**

Shareholders are required to submit the proposal and relating documents to the following address:

##### **Company Secretary**

Pinthong Industrial Park Public Company Limited

1009 Rama 3 Road., Chong Nonsi,

Yannawa, Bangkok 10120

#### **Section 7: Process to Consider Shareholders' Proposal**

The Company Secretary will initially review the proposal of the shareholders for the Board's consideration. The Board's judgment for each proposal is final. The steps are as follows:

The proposals approved by the Company's Board of Directors will be included in the agenda in the AGM notice. For the proposals that are not fully qualified, the Company Secretary will notify shareholders with the reasons of the board's refusal.

#### **Section 8: Period for proposal submission**

From 1<sup>st</sup> October 2022 to 29<sup>th</sup> December 2022.