



Criteria for Proposal of Agenda and Nomination of Candidate to be elected as Director

for the 2022 Annual General Meeting of Shareholders

TQR Public Company Limited

1. Objective

In order to foster the good corporate governance and the fair and equitable treatment of all shareholders, TQR Public Company Limited (the “Company”) has given the opportunity to all shareholders to propose matter to be included as an agenda and nominate candidate to be elected as director at the 2022 Annual General Meeting of Shareholders (“AGM”) in advance, with reference to the criteria as described below.

2. Criteria

2.1 Qualification of shareholders

The shareholders who wish to propose agenda and/or nominate candidates for election as director in the 2022 Annual General Meeting of Shareholders of the Company shall possess qualifications and shall not possess prohibited characteristics as follows:

2.1.1 Being a shareholder or shareholders holding shares and having the right to vote amounting to not less than 5 percent of the total number of the voting rights of the company; and

2.1.2 Shareholders must have held those shares continuously for at least 12 months until the date on which the shareholders propose matter to be included as agenda and/or nominate candidate to be elected as director, and must have held shares until the date of the AGM.

2.2 The documents which the shareholders are required to submit together with “Agenda Proposal Form for the 2022 Annual General Meeting of Shareholders” and/or “Director Nomination Form for the 2022 Annual General Meeting of Shareholders” are as follows:

2.2.1 Evidence of Shareholding i.e., share certificate or certificate of shares issued from securities company (broker) or from the Thailand Securities Depository Co., Ltd. with certified true copy.

2.2.2 Evidence of Shareholder Identification

(a) In case of individual shareholder;



- the certified true copy of valid identification card or state official identification card or driving license or passport (in case of non-Thai national).
 - in case of changes of title, name, or surname, the certified true copy of valid evidence of those changes must be enclosed.
 - If there are several shareholders collectively proposing the agenda, all of the shareholders must fill in the “Agenda Proposal Form for the 2022 Annual General Meeting of Shareholders” and/or “Director Nomination Form for the 2022 Annual General Meeting of Shareholders” and each of them shall enclose completed evidence of shareholding and evidence of identification. In this regard, all shareholders shall appoint one of them as a contact person with the Company and fill in the name of such contact person name in the respective Forms. Any contact from the Company to the contact person shall be deemed that it is a contact with all shareholders.
- (b) In case of juristic person;
- Certified true copy of the company's affidavit by authorized directors of such juristic person. The affidavit must be issued not more than 3 months.
 - the certified true copy of valid identification card or state official identification card or driving license or passport (in case of non-Thai national) of authorized directors.

3. Proposal of Agenda

- 3.1 Shareholder whose qualifications meet the criteria as specified in Section 2.1 is able to propose matter to be included as agenda of the AGM by filling out the “Agenda Proposal Form for the 2022 Annual General Meeting of Shareholders” and enclose completed relevant evidence. The proposal shall indicate whether it is the matter proposed for information, for consideration or for approval, as the case may be.
- 3.2 For the purpose of effective meeting, the Company reserves the right not to include the following proposals as an agenda of the AGM;



- (1) A Proposal that is relevant to the ordinary business operation of the Company and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
- (2) A proposal that is beyond the company's control;
- (3) A proposal that was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than ten percent of the total number of the voting rights of the Company, whereby the fact pertaining in the resubmission has not significantly changed from that of the previous shareholders' meeting;
- (4) A Proposal that is not beneficial to the Company's operation and other proposals that the Board of Directors considered not necessary to be included as an agenda, provided that the Board of Directors shall have valid reasons to explain to the shareholders;
- (5) A Proposal that is proposed by the shareholder who does not possess full qualifications, provided incomplete or insufficient information or evidence, or such proposal was not submitted within the specified period of time;
- (6) A Proposal that is in favour of a specific person or a group of persons;
- (7) A proposal that relates to regular work or it is within the management authority of the Board of Directors, except such matter having a significant negative impact on the shareholders in general;
- (8) A Proposal that conflicts the law, rules and regulations of any government agency, or any regulatory body in relation to the Company, or does not comply with the Company's objectives, Article of Association, shareholders' resolutions, or the good corporate governance principles of the Company; and
- (9) A Proposal which must be proposed for consideration at the AGM as required by laws, and has been pursued regularly by the Company.

3.3 The Board of Directors will consider the appropriateness of the agenda to be proposed to the shareholders' meeting. If the proposed matter has been approved by the Board of Directors to be included as an agenda in the shareholders' meeting, the Company will specify in the invitation to the shareholders' meeting that it is the agenda proposed by the shareholders together with the opinion of the Board of Directors. If the



proposed matter has not been approved by the Board of Directors, the Company will notify in the AGM as a matter for acknowledgement.

4. Nomination of Candidates to be elected as Director

4.1 Qualifications of the person being nominated as the director of the Company are as follows:

- (1) Possessing all of the required qualifications and not having prohibited characteristics of a director according to the laws relating to the public limited companies, the securities and stock exchange, and other laws relevant to the good corporate governance of the Company;
- (2) Having knowledge and skills which are beneficial to the Company;
- (3) Having sufficient time to perform duties for the Company effectively; and
- (4) Should not serve as directors of more than 4 companies listed on the Stock Exchange of Thailand (exclude the Company).

4.2 The Nomination and Remuneration Committee will consider the appropriateness of a candidate to be nominated for election as director of the Company and further propose to the Board of Directors. The candidate who has been approved from the Board of Directors would be nominated for the election as director of the Company at the AGM. The Company will specify in the invitation to the shareholders' meeting that such person is nominated by the shareholders together with the opinion of the Board of Directors. If the candidate has not been approved by the Board of Directors, the Company will notify the shareholder nominating such candidate of the Board of Directors' resolution.

5. Period and Channel for submitting proposals

The shareholders who possess the required qualifications according to Section 2.1 must submit the "Agenda Proposal Form for the 2022 Annual General Meeting of Shareholders" and/or the "Director Nomination Form for the 2022 Annual General Meeting of Shareholders" together with the completed relevant documents to the Company. The shareholders are allowed to submit proposals unofficially through the Company Secretary's email address: info@tqr.co.th prior to sending the original copies to the Board of Directors. In this regard, the original copies with



signed by the shareholders must be submitted to the Company between 1 October 2021 to 31 December 2021 via registered mail to the following address in order to allow the Board of Directors sufficient time for consideration:

Company Secretary

TQR Public Company Limited

46/7 Rungrojthanakul Building, 8th Floor, Ratchadapisek Road

Huaykwang Sub-district, Huaykwang District Bangkok 10310