



เคียงข้างคุณภาพชีวิตที่ดี

Moong Pattana International Public Company Limited
Criteria for Minority Shareholders to Propose the Agenda and To Nominate
the Candidate for Being a Director at the AGM in Advance

1. Objectives

Moong Pattana International Public Company Limited (the “**Company**”) has a strong intention to maintain an appropriate management with the highest effectiveness and efficiency acceptable to the Shareholders and other stakeholders as a company with Good Corporate Governance, which considered as a factor as to bring the accomplishment to the Company.

To allow the minority shareholders to propose an agenda to the Company’s Annual General Meeting of Shareholders (the “**AGM**”) and to nominate the candidate in advance is considered as part of the Company’s Good Corporate Governance in order to show the equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, The Company has set up the criteria to allow the minority shareholders to propose the agenda and to nominate the Candidate before the AGM. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified Candidates will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

2. Qualification of shareholders

The shareholders who wish to propose the meeting agenda of the shareholders’ Annual General Meeting and/or propose candidates for the election of the Company’s directors shall possess the following qualifications:

- 2.1.A shareholder or a group of shareholder holds shares not less than 5 percent of the total voting right.
- 2.2.Shares must be continuously held under qualification 1. of not less than one year starting from the day they are held till the proposing date for the meeting agenda for the AGM and/ or candidates for the election of the Company’s directors.
- 2.3.Must hold those shares as stipulated in 1. and 2. on the Record Date in order to determine the right of the shareholders to attend the AGM of that year.
- 2.4.Having Documents indicate continuous shareholding of a shareholder such as share certificate, certificate from brokerage firms, or other documents from the Stock Exchange of Thailand or Thailand Securities Depository (Thailand) Co., Ltd. as well as a copy of identity card/ passport (foreigners).

3. Proposal of the Agenda

3.1 Consideration Procedure

Shareholders who possess the qualification as set in Item 2, shall propose agenda for the AGM by following these procedures:

- 3.1.1 Completely fill the form of proposing agenda for the AGM (Form A), that can download from our website at www.moongpattana.com, sign with hand written signature and if the agenda is proposed by more than one shareholder, every shareholder shall completely fill the form 1 form per 1 agenda - sign with written signature, and all of the forms shall be gathered as the same set. A coordinator assigned to make contact with the Company shall be indicated.
- 3.1.2 To prepare documents include 1 Form A per 1 agenda to send to the Company as follow:
 - (A) Shareholding documents such as certificates from the brokerage firms or other documents from the Stock Exchange of Thailand or Thailand Securities Depository (Thailand) Co., Ltd. or an approval signed copy of stock certificate.
 - (B) Shareholder identification documents.

Individual shareholder

- An approval signed copy of Thai citizen identification card or government official identification card/ driving license or passport or unexpired immigration card of the shareholder.

Juristic shareholder

- Juristic certificate issued within the previous 3 months with hand written signature of an authorized person of the juristic entity, affixed with a corporate seal (if any).
- A copy of Thai citizen identification card or government official identification card/ driving license or passport or unexpired immigration card of an authorized person with hand written approval signature.

3.2 The Proposal that will not be put as Agenda

- 3.2.1 A matter proposed by shareholders with incomplete qualifications or the received documents are not complete or sufficient or a matter is not proposed within the specified period.
- 3.2.2 A matter concerns normal business operation of the Company and the matter claimed by the shareholder does not reasonably indicate any irregularity of such matter.
- 3.2.3 A matter which is not in the scope of the Company's authority to accomplish the required result.
- 3.2.4 A matter which is proposed by the shareholder at the shareholders' meeting for consideration within the previous 12 months and the matter receives approval votes of less than 10 percent of the total voting rights of the Company, unless the matter of fact of the new propose is significantly changed from the previous matter proposed at the previous shareholders' meeting.
- 3.2.5 A matter which is against the law, announcement, enforcement, rules and regulations of government agencies or the regulators of the Company or a matter does not comply with the objective, the Company's Articles of Association, the shareholders' resolution, and the Company's good corporate governance policy.
- 3.2.6 A matter which is over the scope of the authorization of the shareholders' meeting.
- 3.2.7 A matter which is proceeded by the Company.

3.3 Consideration

- 3.3.1 Initial consideration and scrutinizing shall be performed by the Company Secretary. If the information is incomplete, the Company Secretary shall inform the shareholders to proceed the amendment. If the information is completed, it shall be gathered for

further proposing to the Board of Directors of the Company for consideration in accordance with the meeting agenda proposed by the shareholders. The decision of the Board of Directors shall be final.

- 3.3.2 A matter received an approval from the Board of Directors of the Company shall be included in the meeting agenda of the shareholders' Annual General Meeting 2024 in the meeting invitation letter together with the opinion of the Board of Directors of the Company.
- 3.3.3 A matter which is not approved by the Board of Directors, the Company shall inform in the agenda on the shareholders' meeting day with the reason of the decline.

4. Proposal of candidates for the election of the Company's Directors

4.1 Consideration procedures

Shareholders who possesses the qualification as set in Item 2, shall propose agenda for the AGM by following these procedures:

- 4.1.1 Completely fill the form of proposing candidates for the election of the Company's Directors (Form B), that can download form our website at www.moongpattana.com, sign with hand written signature and if the agenda is proposed by more than one shareholder, every shareholder shall completely fill the form - 1 form per 1 agenda - sign with written signature, and all of the forms shall be gathered as the same set. A coordinator assigned to make contact with the Company shall be indicated.
- 4.1.2 Completely fill the nominee's profile in the form of Letter of Consent Propose Candidates for Nomination as Directors (Form C), that can download form our website at www.moongpattana.com, attach with qualification information for consideration such as previous education, work experience, a copy of Thai citizen identity card, a copy of house registration certificate, or a copy of passport (foreigner) with hand written signature of the candidate proposed in the form.
- 4.1.3 To prepare documents include 1 Form B per 1 candidate send to the Company as follow:
- (A) Shareholding documents such as certificates from the brokerage firms or other documents from the Stock Exchange of Thailand or Thailand Securities Depository (Thailand) Co., Ltd. or an approval signed copy of stock certificate.
 - (B) Shareholder identification documents

Individual shareholder

- An approval signed copy of Thai citizen identification card or government official identification card/ driving license or passport or unexpired immigration card of the shareholder.

Juristic shareholder

- Juristic certificate issued within the previous 3 months with hand written signature of an authorized person of the juristic entity, affixed with a corporate seal (if any).
- A copy of Thai citizen identification card or government official identification card/ driving license or passport or unexpired immigration card of an authorized person with hand written approval signature.

4.2 Characteristics and qualifications of the Company's Directors

- 4.2.1 Possess qualification without any prohibited characteristics as stipulated by Limited Public Company Act, Securities and Exchange Act, laws, announcements, Rules and related Regulations and the Good Corporate Governance of the Company.

- 4.2.2 Possess knowledge, capability, independent, be able to perform director's duties with care and loyalty, dedicated, various skill and experiences beneficial to the Company's business.
- 4.2.3 Possess leadership, vision, morality, and independent decision making for the utmost benefit of the Company and the shareholders as a whole. Exercise the knowledge, ability, and experience to acquire the benefit for the Company's business operation and take serious interest in the Company's business.
- 4.2.4 Should not serve many board positions at the same time.

4.3 Consideration

- 4.3.1 Initial consideration and scrutinizing shall be performed by the Company Secretary. If the information is incomplete, the Company Secretary shall inform the shareholders to proceed the amendment. If the information is completed, it shall be gathered for further proposing to the Audit Committee of the Company for consideration of the candidate's qualifications which will be further proposed to the Board of Directors to consider proposing the candidate to the shareholders' meeting. The decision of the Board of Directors shall be final.
- 4.3.2 The candidate who receives an approval from the Board of Directors will be included in the shareholders' Annual General Meeting 2024 in the meeting invitation letter together with the opinion of the Board of Directors of the Company.
- 4.3.3 The candidate who is not received an approval from the Board of Directors, the Company shall inform in the decline at the Annual General Meeting.

5. Communication channel to receive the shareholders' proposition

The shareholders are requested to submit the original signed documents and information for seeking the Board of Directors' consideration to the following address:

Company Secretary

Moong Pattana International Public Company Limited
2/97-104, 18 -19 Floor, Bangna Complex Office Tower,
Soi Bangna-Trad 25, Bangna-Trad Road, Bangna-Nuea,
Bangna, Bangkok 10260

For more information or any inquiries, please contact Company Secretary at tel. 02-020 8999 ext. 803 or e-mail: company.secretary@moongpattana.com

6. Proposition period

From October 1, 2023 to January 31, 2024, the Company will hold the date on the postage stamp on the envelope.